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GERALD L. BROWN
THOMAS M. BRADY
CHARLES P. HOBKIN
DONALD A. ROARK

REPLY TO:
POST OFFICE BOX 12884
PENSACOLA, FL 32579-8884

GORDON W. WELLS
RETIRED

P95000024047
MAR 20, 1995

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

700001438047
-03/23/95--01059--015
****122.50 ****122.50

Re: East Pass Marina, Inc.

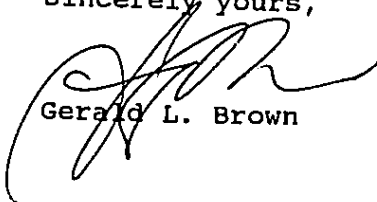
Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation of East Pass Marina, Inc. Our firm check in the sum of \$122.50 is enclosed to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy Fee	52.50
Registered Agent Fee	<u>35.00</u>
total	\$122.50

If you have any questions, please give me a call.

Sincerely yours,


Gerald L. Brown

GLB:ls1

Enclosure: check

H. SIMS MAR 24 1995

FILED
95 MAR 23 PM 3:37
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
STATE

ARTICLES OF INCORPORATION
OF
EAST PASS MARINA, INC.

FILED
95 MAR 23 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE - NAME

The name of the corporation is EAST PASS MARINA, INC.

ARTICLE TWO - DURATION

This corporation shall have perpetual existence.

ARTICLE THREE - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE FOUR - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of one (\$1.00) dollar par value common stock.

ARTICLE FIVE - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof at the price at which it is offered to others.

ARTICLE SIX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 211 Missile Ramp Road, Santa Rosa Beach, Florida 32459 with a mailing address of Route 1, Box 2612, Santa Rosa Beach, Florida 32459 and the name of the initial registered agent

of this corporation is Gerald L. Brown at 601 South Palafox Street, Pensacola, Florida 32501.

ARTICLE SEVEN - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this corporation is:

NAME

ADDRESS

Jasper I. Dennison

211 Missile Ramp Road
Santa Rosa Beach, Florida 32549

ARTICLE EIGHT - INCORPORATOR

The name and address of the person signing these Articles is Gerald L. Brown, 601 South Palafox Street, Pensacola, Florida 32501.

ARTICLE NINE - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the shareholders.

ARTICLE TEN - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 20th day of March, 1995.


Gerald L. Brown, Subscriber

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 20th day of March, 1995 by Gerald L. Brown, who is personally known to me and who did not take an oath.

Linda S. Lewis (SEAL)
Printed name: _____
Notary Public - State of Florida
My commission expires: _____
Commission number: _____

LINDA S. LEWIS
"Notary Public-State of Florida"
My Commission Expires Dec. 7, 1997.
CC327430

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

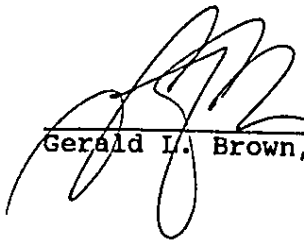
EAST PASS MARINA, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--that EAST PASS MARINA, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 211 Missile Ramp Road, City of Santa Rosa Beach, County of Walton, State of Florida has named Gerald L. Brown located at 601 South Palafox Street, City of Pensacola, County of Escambia, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Gerald L. Brown, Registered Agent