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FILED
APR 5 PM 1:32
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April 4, 1995

Division of Corporations
Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE

4000001448084
-04/06/95--01074--007
****122.50 ****122.50

4-3-95

Re: Turtle Beach of Northwest Florida, Inc.

Gentlemen:

Enclosed please find the original plus one (1) copy of the Articles of Incorporation for the above-captioned corporation.

Additionally, please find enclosed a check in the amount of one hundred twenty-two and 50/100 dollars (\$122.50), which covers the following costs:

1. Filing Fee for Articles of Incorporation	35.00
2. Certified Copy of Articles of Incorporation	52.50
3. Filing Fee for Registered Agent	35.00

	\$122.50

Please return the certified copy to the attention of Donna Miles, Burke & Blue, P.A., P. O. Box 70, Panama City, Florida 32402.

Should you have any questions or need further clarification regarding the above, please feel free to call our office at your convenience.

If I can be of further assistance, please advise.

Very truly yours,

Donna D. Miles

Donna D. Miles
Legal Assistant to Les W. Burke

/ddm
Encls.

BROWN APR 10 1995

EFFECTIVE DATE
4-3-95

ARTICLES OF INCORPORATION
OF

TURTLE BEACH OF NORTHWEST FLORIDA, INC.

FILED
MAR-5 PM 1:32
CLERK OF CIRCUIT COURT
JACKSONVILLE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges and files this certificate for the purpose of becoming a corporation for profit under the laws of the State of Florida.

1. Name. The name of this corporation (the "Corporation") shall be:

TURTLE BEACH OF NORTHWEST FLORIDA, INC.

2. Purpose. This Corporation may engage in real estate development and any activity or business permitted under the laws of the United States and of this State.

3. Stock. The capital stock of this Corporation shall consist of Ten Thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

4. Term. This Corporation shall have a perpetual existence.

5. Existence. The date when the corporate existence of this Corporation shall begin is at the time of subscription and acknowledgement of these Articles of Incorporation, that is April 3, 1995.

6. Address. The initial street address of the principal office of this Corporation is 2100 Country Club Drive, Lynn Haven, Florida 32444 and Les W. Burke, 221 McKenzie Avenue, Panama City, Florida 32401 is hereby designated as resident agent for this Corporation.

7. Number of Directors. This Corporation shall initially have two (2) directors, but the By-Laws of this Corporation may provide for such increase in the number thereof as is authorized by

law.

8. Directors. The name and street address of the first Board of Directors is as follows:

<u>Name</u>	<u>Street Address</u>
Marilyn Tew	2100 Country Club Drive Lynn Haven, Florida 32444
Galyn Stahl	1063 Duna Drive Laramie, Wyoming 82070

9. Subscriber. The name and street address of the subscriber to this Certificate of Incorporation is as follows:

<u>Name</u>	<u>Street Address</u>
Les W. Burke	221 McKenzie Avenue Panama City, FL 32401

10. Officers. The officers of this Corporation shall be a President and Secretary and such other offices or agents as may be deemed necessary. All officers, agents or employees as may be necessary shall be chosen in such a manner, hold offices for such time, and have such power and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any person may hold two (2) or more offices.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 3rd day of April, 1995, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of State of the State of Florida this Certificate of Incorporation and certify that the facts herein stated are true.


LES W. BURKE

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 3rd
day of April, 1995, by Les W. Burke who is personally
known to me or who has produced a Florida Driver's License as
identification and who did take an oath.

My Commission Expires:

Donna D. Miles
Notary Public



DONNA D. MILES
MY COMMISSION # CC435160 EXPIRES
January 24, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

DONNA D. MILES
Printed Name of Notary

Commission Number

(Notary Seal)

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

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that TURTLE BEACH OF NORTHWEST FLORIDA, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at City of Panama City Beach, County of Bay, State of Florida, has named Les W. Burke, located at 221 McKenzie Avenue, Panama City, County of Bay, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

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



LES W. BURKE

(Resident Agent)

RECEIVED
SEP 11 - 6 PM 1:32
CLERK OF COURT
PANAMA CITY, FLORIDA