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P.C. BEACH, INC.  
11504 BACK BEACH ROAD  
Panama City Beach, Fl. 32407  
Ph. (904) 234-3282  
Fax (904) 233-9608

Secretary Of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Fl. 32314

28 JUNE 95

FILED  
1995 JUL -3 PM 9 45  
TALLAHASSEE  
SECRETARY OF STATE

Dear Sirs:

Enclosed please find our check for \$70.00 covering various fees of incorporation, as well as 2 copies of our proposed Articles of Incorporation. We checked the name with your division yesterday.

Our daytime phone number is as above.

We appreciate your assistance with our incorporating.

THANK YOU.

7000001529157  
-07/03/95--01040--009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Sincerely,

*Jay Wm. Myers*  
Jay Wm. Myers

Please make cash pay \$70.00  
on 07 July 95. Return to me by  
on Mon, 10 July 95.

THANKS  
*Jay Wm. Myers*

ARTICLES OF INCORPORATION  
OF  
P.C. BEACH AIRPORT INC.

FILED  
MAY - 3 1945  
SECRET  
FBI - TAMPA

The undersigned subscriber to these Articles of Incorporation hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

ARTICLE 1 - NAME

The name of the corporation shall be:

P.C. BEACH AIRPORT INC.

ARTICLE II - NATURE OF BUSINESS

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

ARTICLE III - DURATION

This corporation shall have perpetual existence and shall commence on filing.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7500 shares of common stock, each share having a par value of \$100.00

ARTICLE V - INITIAL ADDRESS

The initial address of the corporation is:

11504 BACK BEACH ROAD, PANAMA CITY BEACH, FLORIDA, 32407

#### ARTICLE VI - MANAGEMENT OF CORPORATE AFFAIRS

The business of this corporation shall be managed by its Stockholders, rather than a Board of Directors. In the management of the business of the corporation, the acts of the Stockholders representing a majority of the stock of the corporation, entitled to vote, represented in person or by proxy, shall be the act of the Stockholders. Each Stockholder shall be entitled to one (1) vote in person, or proxy, for each share of voting stock held by them. The majority of the shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum, at any meeting of the Stockholders for the management of the business of this corporation.

#### ARTICLE VII: INITIAL STOCKHOLDERS

The name and address of the initial stockholder is:

Jay W. Myers, 328 Greenwood Circle, Panama City Beach,  
Florida, 32407

#### ARTICLE VIII - INCORPORATORS

The names and addresses of the people signing these articles are:

Jay W. Myers, 328 Greenwood Circle, Panama City Beach,  
Florida, 32407

#### ARTICLE IX: OFFICERS

This corporation shall have two (2) officers to serve initially. These officers shall be President / Treasurer and Secretary. The initial officers are as follows:

Jay W. Myers, President / Treasurer  
328 Greenwood Circle, Panama City Beach, Florida, 32407

MICHAEL HIGHSMITH, Secretary  
11504 BACK BEACH ROAD, Panama City Beach, Florida, 32407

These officers shall serve this corporation in the capacity indicated until such time as their successors have been chosen by the Stockholders, or Board of Directors, if any. The officers shall have such powers and duties as may be prescribed by the by-laws of this corporation, or as shall be determined by the Stockholders. Any person may hold two or more offices, except that the President shall not also be the Secretary, or Assistant Secretary of this corporation.

#### ARTICLE X: AMENDMENT TO ARTICLES

Every amendment shall be approved by the Stockholders and be approved at a Stockholders' meeting by at least a majority of the stock entitled to vote thereon.

#### ARTICLE XI: BUY AND SELL AGREEMENT

Upon the payment to the corporation of the required sums of money, or the rendition of the required services, each Stockholder shall be entitled to, and will have issued to them, shares of stock in the corporation. These said shares of stock will be owned by said Stockholder as his separate and exclusive property. Should a Stockholder desire to sell their stock, or any portion thereof, he shall first offer said shares of stock to the remaining Stockholders of this corporation, and the remaining Stockholders shall have thirty (30) days within which to accept said offer. Should more than one Stockholder desire to purchase said stock, the first one providing written notice of his intention to purchase said shares of stock shall have the right to purchase. Should the remaining Stockholders desire to purchase said stock, they shall be entitled to purchase the shares of stock from the retiring or withdrawing Stockholder at the book value of said stock. Should none of the remaining Stockholders desire to purchase said shares of stock, the corporation shall be given the opportunity to purchase the shares of stock from the retiring or withdrawing Stockholder at the book value of said stock, and shall be given an additional thirty (30) days within which to exercise said option. The retiring or withdrawing Stockholder shall have the option to sell said shares of stock to other persons only after having first offered said stock to the remaining Stockholders and then to the corporation.

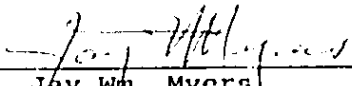
CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMOCILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

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

That P.C. BEACH AIRPORT INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at County of Bay, State of Florida, has named Jay Wm. Myers, 328 Greenwood Circle, Panama City Beach, Florida, 32407, as its agent to accept service of process within the state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named 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.

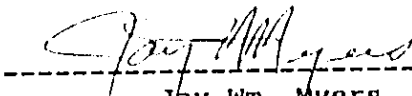
  
\_\_\_\_\_  
Jay Wm. Myers

ARTICLE XII: REGISTERED AGENT AND REGISTERED ADDRESS

Jay Myers is hereby designated as registered agent for this corporation, and his registered address is:

328 GREENWOOD CIRCLE, PANAMA CITY BEACH, FLORIDA, 32407

IN WITNESS WHEREOF, I have hereunto set my hand and seal  
this 29th day of June, 1995.

  
Jay Wm. Myers  
President  
(Incorporator)

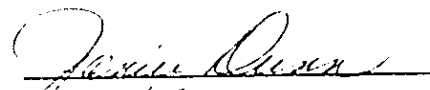
FILED  
1995 JUN -3 AM 9 45  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

STATE OF FLORIDA,  
COUNTY OF Bay

BEFORE ME, the undersigned authority, this day personally appeared Jay Wm. Myers, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and seal in the state and county aforesaid,  
this 29th day of June, 1995.

Janice Dunn  
F/ M 600-439-44-263-0

  
Notary

