P95000065555 TRANSMITTAL LETTER

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

SUBJECT: The FROG

\$70.00 iling Fee	Filing Fee & Certificate	#122.50 Filing Fee & Certified Copy Additional Cop	#131.25 Fling Fee, Certified Copy & Certificate y Required	
FROM:	KAREN Nam	O. FRANK (printed or typed)		
	<u>5505</u>	SUNHARBOR Address	RO #a	157
	PANAMA	C/FY [-Z	32401	,
		84-4383 e Telephone number		8 X 1 19

NOTE: Please provide the original and one copy of the articles.

(Proposed corporate name - must include suffix)

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation unbusiness Corporation Act, Hereby adopts the following Article of Incorporation.

ARTICLE I

The name of the Corporation shall be:

THE FROG AND THE PELICAN, INC.

ARTICLE II ADDRESS OF PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

5505 Sunharbor Rd., Suite 257 Panama City, Florida 32401

ARTICLE III SHARES

The aggregate number of shares which this corporation shall have authority to issue is 1,000 shares, with a par value of \$.01 per share, which shares shall be designated common stock. No share shall be issued until it has been paid for, and it shall thereafter be nonassessable.

The capital stock, after the amount of the subscription price has been paid in, shall not be subject to assessment to pay the debts of the corporation.

Any stock of the corporation may be issued for money, property, services rendered, labor done, cash advances for the corporation, or for any other assets of value in accordance with the action of the Board of Directors, whose judgment as to value received in return therefor shall be conclusive and said stock when issued shall be fully paid and nonassessable.

ARTICLE IV REGISTERED OFFICE AND AGENT

The initial registered office of the corporation shall be 5505 Sunharbor Road, Suite 211, Panama City, FL 32401, and the name of the initial registered agent at such address is Virginia M. Owens. Either the registered office or the registered agent may be changed in the manner provided by law. Part or all of the business of said corporation may be carried on in the State of Florida or beyond the limits of the State of Florida, in other states or territories of the United States and in foreign countries.

ARTICLE V INCORPORATOR

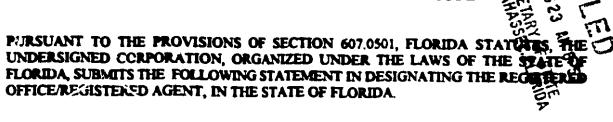
The name and street address of the incorporator to these Article of Incorporation is:

Karen O. Frank 5505 Sunharbor Rd. #257 Panama City, FL 32401

The undersigned incorporator has excepted these Article of Incorporation this day of August 19 75

Signature

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE



1.	The name of the corporation is:	THE FROG AND	The	PELICAN

2. The name and address of the registered agent and office is:

VIRGINIAM. OWENS
(NAME)

5.50.5 SUNHARBOR Rd #257
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

PANAMA CITY FL 32401
(CIPPITATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Virginia M. Claure 08-22-95 (SIGNATURE) (DATE)