

*960000666/2*  
THOMAS F. McGUIRE III  
ATTORNEY AT LAW

730 Bayfront Parkway  
Suite 4-B  
Pensacola, FL 32501

Phone: (904) 438-4400  
Fax : (904) 434-3690

July 30, 1996

DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FL 32314

FILED  
56 AUG -1 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE: The Executive Club, Inc.

Dear Sir/ Madame:

300001910823  
-08/01/96--01062--005  
\*\*\*\*122.50 \*\*\*\*122.50

Enclosed herewith please find the following:

- (1) An original and one copy of the Articles of Incorporation for the above referenced corporation;
- (2) A check in the amount of \$122.50 made payable to the Secretary of State.

Please file these Articles of Incorporation and send me a certified copy.

Sincerely,

*Thomas F. McGuire III*  
Thomas F. McGuire III

CC: J. Alan Kohr

D. BROWN AUG 1 2 1996

**THOMAS F. McGUIRE III**  
ATTORNEY AT LAW

730 Bayfront Parkway  
Suite 4-B  
Pensacola, FL 32501

Phone: (904) 438-4400  
Fax : (904) 434-3690

---

August 7, 1996

DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FL 32314  
ATTN: Doris Brown

RE:           **The Executive Club**

Dear Ms. Brown:

Pursuant to our last conversation, enclosed herewith please find the duly executed **CERTIFICATION OF DESIGNATION OF REGISTERED AGENT** on the above referenced corporation. Thank you for your help.

Sincerely,

  
Thomas F. McGuire III

CC:

J. Alan Kohr  
101 S. Jefferson St. --Suite D  
Pensacola, FL 32501

ARTICLES OF INCORPORATION  
FOR  
THE EXECUTIVE CLUB, INC.

**FILED**  
96 AUG -1 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be:

**The Executive Club, Inc.**

ARTICLE II: PRINCIPAL OFFICE

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

**101 S. Jefferson St.—Suite D  
Pensacola, FL 32501**

ARTICLE III: SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is :

**7,500 (seven thousand five hundred) shares.**

ARTICLE IV: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is :

**J. Alan Kohr  
101 S. Jefferson St.—Suite D  
Pensacola, FL 32501**

ARTICLE V: INCOPORATORS

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

**J. Alan Kohr  
101 S. Jefferson St.—Suite D  
Pensacola, FL 32501**

ARTICLE VI: POWERS

The corporation shall have any and all powers permitted under F.S. Chapter 607 including emergency powers.

ARTICLE VII: PURPOSE

The corporation is organized for any lawful purpose.

ARTICLE VIII: TRANSFER RESTRICTIONS:

Transfer of shares of stock are restricted in that the existing shareholders have the right of first refusal at the then fair market value. Such right of first refusal can only be waived or enforced at a duly noticed stockholder meeting.

ARTICLE IX: SHARES WITHOUT CERTIFICATES

The Corporation may issue any or all of the Corporation's shares of stock without certificates.

ARTICLE X: INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

The undersigned incorporator has executed these Articles of Incorporation this 26<sup>th</sup> day of July, 1996.

  
J. Alan Kohr

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/ REGISTERED OFFICE**

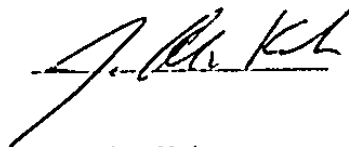
**FILED**  
96 AUG -1 AM 9:00  
CLERK OF THE STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA  
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE  
LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING  
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED  
AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **The Executive Club, Inc.**
2. The name and address of the registered agent and office is:

**J. Alan Kohr  
101 S. Jefferson St.—Suite D  
Pensacola, FL 32501**

*Having been named the registered agent and to accept service of process for the  
above named 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.*



**J. Alan Kohr**

7/5/96

**Date**