

746000098323

Matthew W. Burns, Attorney
P. O. Box 1226 - Destin, Florida 32541
Telephone (904) 837-8445

October 10, 1996

Division of Corporations
409 East Gaines
P.O. Box 6327
Tallahassee, Florida 32314
ATTN: New filings section

300001977883--3
-10/16/96--01131--004
****122.50 ****122.22

Re: Filing of Articles Of Incorporation
for Rock Island, Inc.

To Whom It May Concern:

Please find enclosed the Articles of Incorporation for Rock
Island, Inc., for filing.

Also, find enclosed my office check number 1386, in the sum
of \$122.50 to cover the filing fee.

Please return the Articles and Certificate of Incorporation
to this office.

I appreciate your assistance.

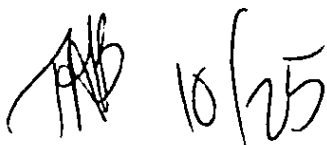
Sincerely,


Matthew W. Burns

MWB/mfc

FILED
96 OCT 25 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W-22070
KR 10:17


10/25



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 17, 1996

MATTHEW W. BURNS, ESQ.

~~P.O. BOX 1226~~
DESTIN, FL 32540

SUBJECT: ROCK ISLAND, INC.
Ref. Number: W96000022070

Please return to
CAPITAL CONNECTION, INC.

We have received your document for ROCK ISLAND, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 696A00047620

CAPITAL CONNECTION, INC.

corrected
Thanks

Division of Corporations

96 OCT 25 11 19 55

ARTICLES OF INCORPORATION
OF
ROCK ISLAND OF OKALOOSA, INC.

FILED
\$6 OCT 25 PM 3:27
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is ROCK ISLAND OF OKALOOSA, INC.

Article II - Principal Office; Mailing Address

The address of the principal office of the corporation is 1239 Siebert Dr, Fort Walton Beach, Florida 32578. The mailing address is the same.

Article III - Duration

This corporation shall exist perpetually, commencing with the date of filing.

Article IV - Purpose

This corporation is organized to carry on the operation of a restaurant and lounge, and for the purpose of transacting any or all other lawful business.

Article V - Capital Stock

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock.

Article VI - Shares of Stock

Shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite his name:

James Richard Webb 1 share

Article VII - Preemptive Rights

The corporation may, through its by-laws provide that, with regard to certain shares of the stock of the corporation as

designated in such by-laws, every holder of such designated shares, upon the issuance or any sale for bonafide consideration of any new stock of this corporation of the same kind, class or series as that designated stock which he already holds shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

Article VIII - Restriction of Transferability of Stock

The shares of the capital stock of this corporation shall be issued initially as set forth in Article V. The shares held by the shareholders of this corporation may not be resold or otherwise transferred to any other person unless such shares are first offered to the remaining shareholders of the corporation or to the corporation. The price and terms of which and the time within which such shares may be offered and sold shall be further specified in the By-laws of this corporation, or by written agreement between the corporation and the shareholders.

Article IX - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 225 Main Street, Destin, Florida 32541 and the name of the initial registered agent of this corporation at that address is MATTHEW W. BURNS who evidences acceptance of this appointment by his signature below.

Article X - Powers of Directors Held By The Shareholders

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of the shareholders of

record, each of whom shall have one (1) vote in the affairs of the corporation for each share of stock of the corporation owned by the said shareholder. The powers and duties conferred or imposed upon directors by virtue of Florida Statutes shall be instead conferred or imposed upon the shareholders.

Article XI - Incorporators

The name and address of the person signing these articles is:

James Richard Webb
45 Indian Bayou Drive
Destin, Florida 32541

Until shares of stock in this corporation have been issued, the incorporator shall have the power to adopt, amend, or repeal a corporate seal and a form for stock certificates, and to authorize the officers appointed herein to receive subscriptions for stock and to issue stock pursuant to such subscriptions and as provided for in these Articles. Subsequent to the initial issuance of shares of stock in this corporation, such power shall be held and exercised by the shareholders as provided elsewhere herein, or as specified in the By-laws.

Article XII - Officers

The initial officers of the corporation and the names of the persons initially holding office are set forth below:

President	James Richard Webb
Secretary	James Richard Webb
Treasurer	James Richard Webb

Upon adoption of By-laws, all corporate officers, manner of election, manner of removal and of filling vacancies, and terms of office shall be as prescribed in said By-laws. Prior to the

adoption of By-laws, corporate offices may be created, abolished, or merges, and officers may be removed and vacancies in offices filled by unanimous vote of the shareholders.

Article XIII - By-Laws

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

Article XIV - Indemnification

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

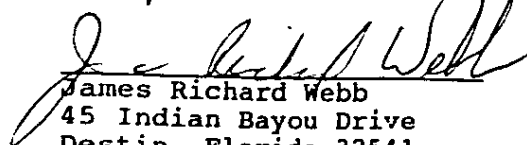
Article XV - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

Article XVI - Tax Article

It is the intention of this Charter that the incorporator shall sell the capital stock of this corporation in accordance with the conditions of Section 1242 - 1244, inclusive, of the Internal Revenue Code. Further, the shareholders of the corporation are hereby authorized, by appropriate resolution, to elect to have the corporation file its income tax returns pursuant to the provisions of Subchapter "S" of the Internal Revenue Code, but such election is not hereby made.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27 day of October, 1996.


James Richard Webb
45 Indian Bayou Drive
Destin, Florida 32541

STATE OF FLORIDA
COUNTY OF OKALOOSA

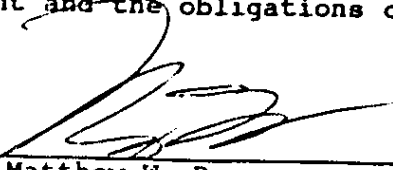
Before me, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared JAMES RICHARD WEBB, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 24th day of October, 1996.


Name: _____
Notary Public
My commission expires: 4/24/97
Jo Tanner
Florida Notary Public
Commission #CC 280602
Commission Expires 4/24/97


Acceptance of Appointment as Registered Agent

The undersigned, pursuant to P.S. 607.0501, states that the undersigned is familiar with the obligation, and hereby accepts appointment as such Registered Agent and the obligations of that position.


Matthew W. Burns
P.O. Box 1226
225 Main Street, Suite 20
Destin, Florida 32541
Registered Agent

STATE OF FLORIDA
COUNTY OF OKALOOSA

SWORN TO AND SUBSCRIBED before me this 24th day of October, 1996, by Matthew W. Burns, who is known to me or who presented _____ as identification.



Name: _____
Notary Public

Jo Tanner
Florida Notary Public
Commission #CC 280602
Commission Expires 4/24/97

My Commission Expires: 4/24/97