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A Partnership of Professional Associations

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*BOARD CERTIFIED TAX PRACTITIONER

December 12, 1986

96000103349

VIA FEDERAL EXPRESS

Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

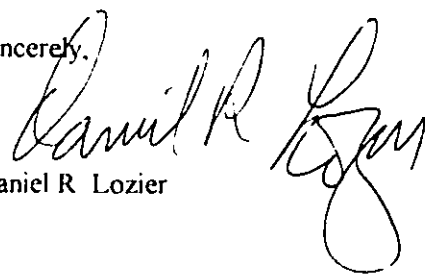
RE Palafox Pier & Yacht Harbor, Inc

Dear Sir or Madam

Enclosed for filing on behalf of the above-referenced corporation is an original and one copy of the Articles of Incorporation. Once this document has been filed, please return to us a certified copy of same. Enclosed is our firm's check in the amount \$122.50 to cover the filing fee.

Should you have any questions regarding any of this, please do not hesitate to give me a call.

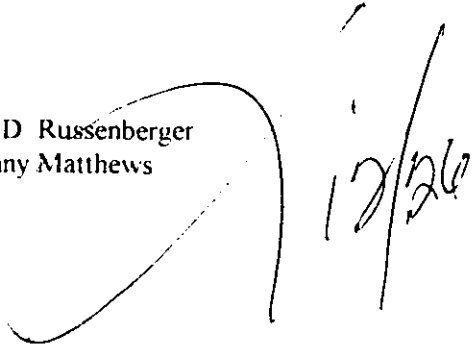
Sincerely,


Daniel R. Lozier

DRL/II

Enclosures

cc Ray D. Russenberger
Johnny Matthews



ARTICLES OF INCORPORATION
OF
PALAFIX PIER & YACHT HARBOR, INC.

FILED
96 DEC 20 PM 2:35
CLERK OF CIRCUIT COURT
JACKSONVILLE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is Palafox Pier & Yacht Harbor, Inc. The principal place of business is 125 W. Romana Street, Suite 224, Pensacola, Florida 32501.

ARTICLE II

DURATION

The duration of this corporation is perpetual.

ARTICLE III

PURPOSE

The general purposes for which this corporation is organized are:

- (1) To transact any lawful business or businesses for which corporations may be incorporated under the Florida General Corporation Act.
- (2) To do such other things as are incidental to the foregoing or necessary, implied, helpful, or desirable in order to accomplish the foregoing

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of no par value common stock.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial registered office, and the mailing address of the Corporation in this State is 125 W Romana Street, Suite 224, Pensacola, Florida 32501, and the name of its initial registered agent at such address is Daniel R. Lozier.

ARTICLE VI

BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall consist of one (1) member. The size of the board may be increased or decreased from time to time as prescribed in the bylaws or by applicable law, but never shall the board consist of less than one (1) member.

ARTICLE VII

INCORPORATORS

The name and address of the Incorporator is Daniel R. Lozier, 125 W. Romana Street, Suite 224, Pensacola, Florida 32501.

ARTICLE VIII

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

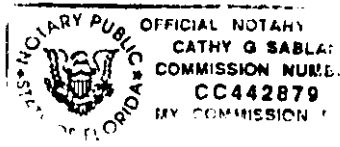
IN WITNESS WHEREOF, I have subscribed my name this 19 day of December, 1996.


DANIEL R. LOZIER, incorporator

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 19 day of December, 1996,
by DANIEL R. LOZIER, who is personally known to me or who has produced a driver's license as
identification and has not taken an oath.

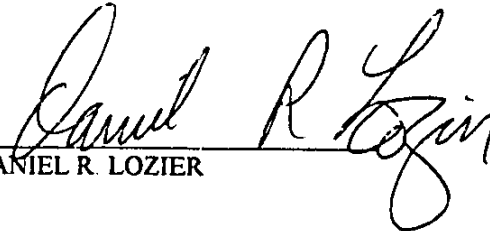


Cathy G. Sablan
NOTARY PUBLIC
Commission No. _____
My Commission Expires: _____

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

I, the undersigned, being the person named as the Registered Agent of Palafox Pier & Yacht Harbor, Inc., a Florida corporation, hereby certify that I am familiar with the obligations provided for in Florida Statutes Chapter 607.0505 and hereby accept the appointment of Registered Agent and hereby accept said obligations.

DATED this 19 day of December, 1996.



DANIEL R. LOZIER

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 19 day of December, 1996, by Daniel R. Lozier, who is personally known to me or who has produced a driver's license as identification and has not taken an oath.




NOTARY PUBLIC
Commission No. _____
My Commission Expires: _____

96 DEC 20 PM 2:25
FEB 19 1997
FEB 19 1997