

*Lozier, Tipton, Tipton & Thames*  
*A Partnership of Professional Associations*  
*Attorneys at Law*

DANIEL R. LOZIER\*  
ANN J. TIPTON  
HENRY W. TIPTON  
WILLIAM K. THAMES, II  
JOHN B. FRICKE,  
J. KURT KAPLE

ONE PENSACOLA PLAZA  
SUITE 224  
125 WEST ROMANA STREET  
PENSACOLA, FLORIDA 32501

PHONE: (904) 469-0202  
(904) 469-9666

FACSIMILE: (904) 469-0006

\*BOARD CERTIFIED TAX ADVISOR

*99600103349*

**VIA FEDERAL EXPRESS**

300002034783--4  
-12/20/96--01039--005  
\*\*\*\*122.50 \*\*\*\*122.50

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*  
Daniel R. Lozier

DRL/II

Enclosures

cc: Ray D. Russenberger  
Johnny Matthews

**ARTICLES OF INCORPORATION**  
**OF**  
**PALAFox PIER & YACHT HARBOR, INC.**

FILED  
96 DEC 20 PM 2:55  
SEC. OF STATE  
TALLAHASSEE, 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.

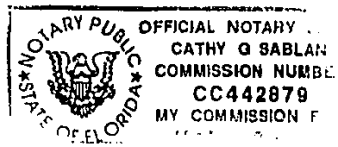
IN WITNESS WHEREOF, I have subscribed my name this 19 day of December, 1996.

  
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.

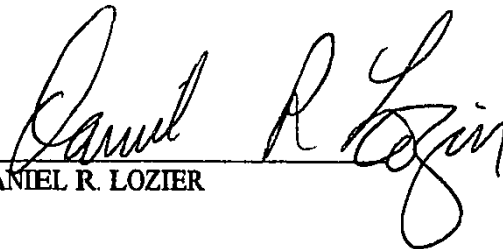


Cathy G. Sablan  
NOTARY PUBLIC  
Commission No. \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

**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.

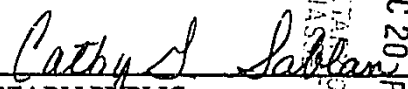
  
DANIEL R. LOZIER

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: \_\_\_\_\_

FILED  
96 DEC 20 PM 2:25  
SECRETARY OF STATE  
TALLAHASSEE  
FLORIDA

P96000103350

THOMAS WANDERON & ASSOCIATES

♦ TAX ACCOUNTING, INC. ♦

December 11, 1996

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32301

500002028815--0  
-12/13/96--01053--011  
\*\*\*\*122.50 \*\*\*\*122.50

Gentleman:

Enclosed please find the Articles of Incorporation for CD Enterprises, Inc., along with a check in the amount of \$122.50 to cover the various fees and taxes.

Please return any pertinent information to this office.

Very Truly Yours,



Thomas Wanderon

~~502~~  
~~W916 210314~~

Dmc  
12/26/96

FILED  
96 DEC 24 AM 8:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 16, 1996

THOMAS WANDERON & ASSOCIATES  
9915 TAMiami TRAIL NORTH #2  
NAPLES, FL 33963

SUBJECT: C D ENTERPRISES, INC.  
Ref. Number: W96000026374

We have received your document for C D ENTERPRISES, 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.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 896A00056034

FILED

96 DEC 24 AM 8:58

SECRET  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

C D ENTERPRISES, INC. OF FT. LAUDERDALE

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation, under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is: C D ENTERPRISES, INC. OF FT. LAUDERDALE and its principal office and mailing address is: 685 FOX CREEK COURT, FT. LAUDERDALE, FLORIDA 33327.

ARTICLE II - NATURE

The nature of the business to be transacted by this corporation is: WHOLESALE DISTRIBUTOR OF MUSIC PRODUCTS,

To erect dwellings, apartment houses and other buildings, private or public, of all kinds, and to sell or rent the same. To lay out, grade, pave and dedicate roads, streets, avenues, highways, alleys, courts, paths, walks, parks, cemeteries and playgrounds. To buy, sell, mortgage, exchange, lease, let, hold for investment or otherwise, use and operate real estate of all kinds, improved or unimproved; and any right or interest therein.



To manufacture, purchase, or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking business, safe deposit trust, insurance, surety, express, railroad, canals, telegraph or telephone or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, execute mortgages, and transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock. To purchase its own capital stock from earned surplus.

To engage and deal with the directors of this corporation or its officers in contracts or otherwise, and in the absence of fraud, no director or officer of this corporation shall be disqualified from an arms length transaction with this corporation.

#### ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: FIVE HUNDRED (-500-) having a \$1.00 Par value. The consideration to be paid for each share shall be in money, property or services as determined by the Board of Directors.

#### ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than Five Hundred Dollars (\$500.)

#### ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - ADDRESS

The street address of the initial registered office of this corporation shall be: 685 FOX CREEK COURT, FT. LAUDERDALE, FLORIDA 33327, and the name of its initial registered agent at such address is: JIM M. BRUSH. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VII - DIRECTORS

This corporation shall have ONE director initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by its stockholders, but shall never be less than one.

ARTICLE VIII - INITIAL DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
LOUISE BRUSH	685 FOX CREEK COURT FT. LAUDERDALE, FL. 33327

ARTICLE IX - SUBSCRIBERS

<u>NAME AND ADDRESS</u>	<u>CONSIDERATION</u>	<u>NO. OF SHARES</u>
LOUISE BRUSH 685 FOX CREEK COURT FT. LAUDERDALE, FL. 33327	\$250.00	250
JIM M. BRUSH 685 FOX CREEK COURT FT. LAUDERDALE, FL. 33327	\$250.00	250

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

*Louise Brush* SEAL  
*J. M. Brush* SEAL

State of Florida  
County of Broward

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared: LOUISE BRUSH AND JIM M. BRUSH to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS MY hand and seal this 5<sup>TH</sup> day of December, 1996.

My commission expires:

*[Signature]*  
Notary Public - State of Florida  
at Large



THOMAS WANDERON  
MY COMMISSION # CC392403 EXPIRES  
July 28, 1998  
BONDED THRU TROY FAIR INSURANCE, INC.

FILED

96 DEC 24 AM 8:58

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED:

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,  
THE FOLLOWING IS SUBMITTED:

FIRST THAT C D ENTERPRISES, INC. of Ft. Lauderdale  
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE  
OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF  
FT. LAUDERDALE \_\_\_\_\_, STATE OF FLORIDA, HAS NAMED  
JIM M. BRUSH \_\_\_\_\_, LOCATED AT  
685 FOX CREEK COURT \_\_\_\_\_, CITY OF FT. LAUDERDALE \_\_\_\_\_,  
STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS  
WITHIN FLORIDA.

SIGNED: x *Louise Brush*

TITLE: PRESIDENT \_\_\_\_\_

DATE: x 12/5/96

Having been named to accept service of process for the  
above stated corporation, at the place designated in this  
certificate, I hereby agree to act in this capacity, and I  
further agree to comply with the provisions of all statutes  
relative to the proper and complete performance of my duties.

SIGNED: x *J. M. Brush*

DATED: x 12/5/96