

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

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 97 FEB 12 PM 1:56
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

AL FEB 12 1997

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>ATP</u>	_____	_____	_____

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RE: Ebbtide Investment
IL

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™	_____	_____
<input type="checkbox"/> Art. of Inc. File	_____	_____
<input type="checkbox"/> Corp. Record Search	_____	_____
<input type="checkbox"/> Ltd. Partnership File	_____	_____
<input type="checkbox"/> Foreign Corp. File	_____	_____
<input type="checkbox"/> () Cert. Copy(s)	_____	_____
<input type="checkbox"/> Art. of Amend. File	_____	_____
<input type="checkbox"/> Dissolution/Withdrawal	_____	_____
<input type="checkbox"/> C U S-	_____	_____
<input type="checkbox"/> Fictitious Name File	_____	_____
<input type="checkbox"/> Name Reservation	***122.50	***122.50
<input type="checkbox"/> Annual Report/Reinstatement	_____	_____
<input type="checkbox"/> Reg. Agent Service	_____	_____
<input type="checkbox"/> Document Filing	_____	_____
<input type="checkbox"/> Corporate Kit	_____	_____
<input type="checkbox"/> Vehicle Search	_____	_____
<input type="checkbox"/> Driving Record	_____	_____
<input type="checkbox"/> Document Retrieval	_____	_____
<input type="checkbox"/> UCC 1 or 3 File	_____	_____
<input type="checkbox"/> UCC 11 Search	_____	_____
<input type="checkbox"/> UCC 11 Retrieval	_____	_____
<input type="checkbox"/> File No.'s, _____ Copies	_____	_____
<input type="checkbox"/> Courier Service	_____	_____
<input type="checkbox"/> Shipping/Handling	_____	_____
<input type="checkbox"/> Phone () _____	_____	_____
<input type="checkbox"/> Top Priority	_____	_____
<input type="checkbox"/> Express Mail Prep.	_____	_____
<input type="checkbox"/> FAX () _____ pgs.	_____	_____
SUBTOTALS	_____	_____

FEE.....	_____
DISBURSED.....	_____
SURCHARGE.....	_____
TAX on corporate supplies.....	_____
SUBTOTAL.....	_____
PREPAID.....	_____
BALANCE DUE.....	_____

RECEIVED
 96 FEB 12 AM 10:32
 DIVISION OF REVENUE
 TALLAHASSEE, FLORIDA

Please remit Invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
EBBTIDE INVESTMENTS, INC.

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97 FEB 12 PM 1:56
SECRETARY OF STATE
FLORIDA

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I
NAME AND ADDRESS

The name of this corporation is EBBTIDE INVESTMENTS, INC. The principal address of the corporation is 151 Eldredge Road, Fort Walton Beach, Florida 32548.

ARTICLE II
DURATION

The period of its duration is perpetual.

ARTICLE III
PURPOSE

The purpose is to engage in any and all activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares of stock which the corporation shall have authority to issue shall be One Thousand (1,000) shares of common stock of the par value of One Dollar(\$ 1.00) .

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation is as follows:

Christopher P. Saxer, Esq.
Post Office Box 2379
25 Walter Martin Road, N. E.
Fort Walton Beach, Florida 32548

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
P. EDWARD LOYLESS	151 Eldredge Road Fort Walton Beach, Florida 32548
E. BARRY DENMAN	151 Eldredge Road Fort Walton Beach, Florida 32548
BUFORD A. DRIVER	151 Eldredge Road Fort Walton Beach, Florida 32548

ARTICLE VII
INCORPORATORS

The name and address of the incorporators signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
P. EDWARD LOYLESS	151 Eldredge Road Fort Walton Beach, Florida 32548
E. BARRY DENMAN	151 Eldredge Road Fort Walton Beach, Florida 32548
BUFORD A. DRIVER	151 Eldredge Road Fort Walton Beach, Florida 32548

ARTICLE VIII
INITIAL STOCK ISSUANCE

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite their names:

P. EDWARD LOYLESS	200 Shares
E. BARRY DENMAN	200 Shares
BUFORD A. DRIVER	200 Shares

ARTICLE IX
EFFECTIVE DATE

These Articles of Incorporation for EBBTIDE INVESTMENTS, INC., shall be effective the 3rd day of February, 1998.

**ARTICLE X
BYLAW AMENDMENT**

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the shareholders.

**ARTICLE XI
INDEMNIFICATION**

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

**ARTICLE XII
INFORMAL ACTION OF DIRECTORS**

If all the directors collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the board of directors.

**ARTICLE XIII
AMENDMENT OF ARTICLES**

This corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE XIV
PRE-EMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XV
MANAGEMENT OF CORPORATION BY SHAREHOLDERS

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

ARTICLE XVI
DIRECTOR QUORUM AND VOTING

One hundred percent (100%) of the directors shall constitute a quorum for a meeting of the directors of this corporation. If a quorum is present, the affirmative vote of one hundred percent (100%) of the directors present or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of one hundred percent (100%) of the directors present and voting, shall be the act of the board of directors.

ARTICLE XVII
DIRECTOR CONFLICT OF INTEREST

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purposes:

1. if the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. if such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. if the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

ARTICLE XVIII
MEETINGS BY CONFERENCE TELEPHONE

Members of the board of directors may participate in special meetings of the board of directors by means of conference telephone as provided by law, but regular meetings of the board of directors must be attended in fact in person by each director.

ARTICLE XIX
BYLAWS

The corporation shall be governed by bylaws adopted by the shareholders.

ARTICLE XX
AMENDMENT OF BYLAWS

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the shareholders.

ARTICLE XXI
SHAREHOLDER QUORUM AND VOTING

One hundred percent (100%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of one hundred percent (100%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

IN WITNESS WHEREOF, I have hereunto set my hand and seal and acknowledge I am filing the foregoing Articles of Incorporation under the laws of the State of Florida, this 7th day of February, 1998 CV


F. EDWARD LOYLESS


E. BARRY DENMAN


BUFORD A. DRIVER

STATE OF FLORIDA
COUNTY OF OKALOOSA

I HEREBY CERTIFY that before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared the above persons who are personally known to me or who have produced _____

_____ as identification, to be the persons named as subscribers in and to these Articles of Incorporation and who, after taking an oath, executed the foregoing Articles of Incorporation and acknowledged before me that the above named persons executed same for the uses and purposes therein expressed.

WITNESS my hand and official seal, this 7th day of February, 1998



CHRISTOPHER PAUL SAXER
My Commission CC407700
Expires Oct. 21, 1998
Bonded by NFNU
800-224-6368

Christopher Paul Saxer
NOTARY PUBLIC
State of Florida at Large

ACCEPTANCE OF REGISTERED AGENT

I HEREBY ACCEPT the designation and appointment as initial registered agent for this corporation.

Christopher Paul Saxer
CHRISTOPHER P. SAXER, ESQ.

FILED
97 FEB 12 PM 1:56
STATE OF FLORIDA
TALLAHASSEE