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FILED
FEB 13 AM 9:37
TALLAHASSEE, FLORIDA

February 7, 1997

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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-02/13/97--01021--008
****122.50 ****122.50

RE: Two Thumbs Up, Inc.

Dear Sir or Madam:

Enclosed please find a check in the amount of \$122.50 to file the enclosed Articles of Incorporation (original and one copy enclosed). If you find the enclosures in order, please endorse your approval to the Articles of Incorporation on the duplicate copy, certify the same, and return it to the undersigned at your earliest convenience.

The check is to cover the \$35.00 filing fee, the \$52.50 fee for the certified copy of the Certificate of Incorporation, and the \$35.00 fee for filing the Resident Agent Certificate (which Certificate is also enclosed).

If you should have any other questions regarding this matter, please do not hesitate to contact me.

Very truly yours,

Anchors, Foster, McInnis & Keefe, P.A.



C. LeDon Anchors

CLA:slb
Enclosure

F. G. Giddens FEB 18 1997

ARTICLES OF INCORPORATION
OF
PANHANDLE VENTURES, INC.

FILED
97 FEB 13 AM 9:37
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is PANHANDLE VENTURES, INC.
(hereinafter referred to as the "Corporation").

ARTICLE II - DURATION

The Corporation shall exist perpetually, commencing on the date of filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business not inconsistent with the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Hundred (100) shares of Ten Dollars (\$10.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that 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 it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is Universal Center, 327-C Racetrack Road, N.W., Fort Walton Beach, Florida 32547, and the name of the initial registered agent at that address is Matthew S. Sapp.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) directors, initially. The number of directors may be either increased or diminished from time to time by the By-laws but shall never be less than one (1). The name and address of the initial Directors of this Corporation are:

Matthew S. Sapp	President
Universal Center	
327-C Racetrack Road, N.W.	
Fort Walton Beach, Florida 32547	

Shannon Sapp	Secretary/Treasurer
Universal Center	
327-C Racetrack Road, N.W.	
Fort Walton Beach, Florida 32547	

ARTICLE VIII - SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) 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 fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject shall be the act of the shareholders.

ARTICLE IX - 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 shareholders of this Corporation.

ARTICLE X - ARTICLE INDEMNIFICATION

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

ARTICLE XI - INCORPORATORS

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

Matthew S. Sapp
Universal Center
327-C Racetrack Road, N.W.
Fort Walton Beach, Florida 32547

ARTICLE XII - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this Feb 7 day of _____, 1997.

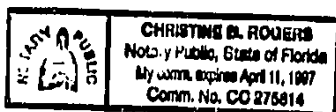
Matthew S. Sapp
MATTHEW S. SAPP

STATE OF FLORIDA
COUNTY OF OKALOOSA

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared MATTHEW S. SAPP, who

✓ is personally known to me or
has produced h Drivers License as
identification

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 7 day of February, 1997.



Christine B. Rogers
Notary Public
My Commission Expires: 4/11/97

CERTIFICATE DESIGNATING REGISTERED OFFICE OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE AND NAMING
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

PANHANDLE VENTURES, INC.

("Corporation"), desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, at Universal Center, 327-C Racetrack Road, N.W., Fort Walton Beach, Florida 32547, has named Matthew S. Sapp as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


MATTHEW S. SAPP