

Law Office of Brian D. Hess
9108 Front Beach Road
Post Office Box 9454
Panama City Beach, Florida 32417

Brian D. Hess
Steven L. Applebaum

Phone (904) 235-3004
FAX (904) 235-1124

PP 700002110877

March 11, 1997

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Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

FILED
MAR 11 PM 2:15
DIVISION OF STATE
TALLAHASSEE, FLORIDA

Re: H & H Ski & Beach, Inc.

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for H & H Ski & Beach, Inc. as well as a check in the sum of \$122.50 for your fee. Please forward a certified copy of the Articles after filing to me at the above post office box. If you need anything further to file the Articles, please call me.

Sincerely,

Pat Middlebrooks

Patricia D. Middlebrooks
Legal Assistant to Steven L. Applebaum

/pdm/Enclosures

3/12

3/16/97
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**Articles of Incorporation
of
H & H Ski & Beach, Inc.**

FILED
MAR 11 PM 2 15
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

Article I. Corporate Name and Initial Corporate Address

The name of this corporation is **H & H Ski & Beach, Inc.**, and the initial corporate address is 8224 Back Beach Road, Panama City Beach, Florida, and the corporate mailing address is P.O. Box 9132, Panama City Beach, Florida 32417.

Article II. Nature of Business and Powers

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

Article III. Capital Stock

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock, having a par value of \$1.00 per share.

Article IV. Term of Existence

This corporation shall have perpetual existence commencing upon filing of the articles.

Article V. Registered Agent and Initial Registered Office

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be:

Steven L. Applebaum
9108 Front Beach Road
Panama City Beach, FL 32408

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

Article VI. Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than two.

Article VII. Initial Directors

The name of the initial directors of this corporation and their addresses are:

Ed Hickey
P.O. Box 9132
Panama City Beach, FL 32417

Phil Hoover
P.O. Box 9132
Panama City Beach, FL 32417

The persons named as initial directors shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

Article VIII. Incorporator

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Steven L. Applebaum
9108 Front Beach Road
Panama City Beach, FL 32408

Article IX. 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 pro rata share thereof at the price at which it is offered to others.

In witness whereof, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 11 day of March, 1997.



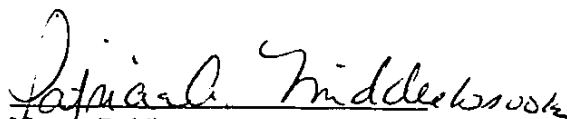
Steven L. Applebaum

State of Florida
County of Bay

Before me, a Notary Public, personally appeared **Steven L. Applebaum**, who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation on the 11 day of March, 1997, [X] who was personally known to me; or [] who produced _____ as identification.



PATRICIA A. MIDDLEBROOKS
MY COMMISSION # CC312008 EXPIRES
August 30, 1997
BONDED THRU TROY FAIR INSURANCE, INC.



Notary Public

(print name)

My commission expires: _____

Commission #: _____

(Affix Notary Seal)

Consent of Registered Agent

Having been named as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.



Steven M. Applebaum

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA