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COTTON & GATES
ATTORNEYS AT LAW

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FILED
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TALLAHASSEE, FLORIDA

March 19, 1997

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

Re: Beach Bunnies, Inc.


Dear Sir or Madam:

Please find enclosed an original and one copy of the Articles of Incorporation and Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served regarding the above-referenced corporation.

Further, enclosed is my firm's check in the amount of \$122.50, representing payment of \$35.00 for filing the Articles of Incorporation; \$35.00 for filing the Designation of Agent Certification; and \$52.50 for a certified copy of these documents.

If you have any questions or if I can be of any assistance, please do not hesitate to contact me.

Sincerely,


Sonya L. Langston
Secretary for Ernest L. Cotton

ELC/sll
Enclosures
cc: Mrs. Karel K. Russell

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(904) 651-9900
FAX (904) 651-2522

March 28, 1997

Department of State
Division of Corporations
Attn: Freida Chesser
Post Office Box 6327
Tallahassee, Florida 32314


Re: Beach Bunnies, Inc.

Dear Ms. Chesser:

Thank you for your correspondence of March 26, 1997 regarding the above-referenced corporation. I have made the correction and enclosed an original and one copy of the Articles of Incorporation and Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served regarding the above-referenced corporation.

If you have any questions or if I can be of any assistance, please do not hesitate to contact me.

Sincerely,


Sonya L. Langston
Secretary for Ernest L. Cotton

ELC/sll
Enclosures

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BEACH BUNNIES, INC.

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TALLAHASSEE, FLORIDA

The undersigned natural person, at least eighteen (18) years of age, for the purpose of forming a corporation for profit, pursuant to the provisions of Chapter 608, Florida Statutes, does hereby certify to the following:

ARTICLE I - NAME

The name of this corporation is Beach Bunnies, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of operating a lounge and any and all lawful business as permitted by law. The effective date of this corporation to begin business is March 1, 1997.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of ONE DOLLAR (\$1.00) par value common stock.

ARTICLE V - INITIAL CAPITAL STOCK

The amount of capital stock to which this corporation shall begin doing business is ONE THOUSAND DOLLARS (\$1,000.00).

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

8700 Front Beach Road
Panama City Beach, Florida 32407

and the name of the initial registered agent of this corporation at that address is:

Karel Kay Russell
8700 Front Beach Road
Panama City Beach, Florida 32407

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is as follows:

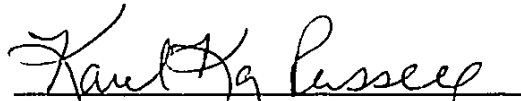
Karel Kay Russell
8700 Front Beach Road
Panama City Beach, Florida 32407

ARTICLE VIII - SUBSCRIBERS

The name and address of the person signing these Articles of Incorporation are as follows:

Karel Kay Russell
8700 Front Beach Road
Panama City Beach, Florida 32407

DATED this the 2nd day of March, 1997.


KAREL KAY RUSSELL

STATE OF FLORIDA)
)
COUNTY OF OKALOOSA)

I hereby certify that on this day before me, a Notary Public, duly authorized to take acknowledgements, personally

appeared Karel Kay Russell to be known to be the person described as Subscriber in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he subscribed the same for the purposes therein expressed.

WITNESS my hand and official seal on this the 2nd day of March, 1997.



Sonya L. Langston
My Commission CC504827
Expires Sep. 18, 2000

Sonya L. Langston
NOTARY PUBLIC
State of Florida at Large
Commission Expires: 9/15/2000

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST - That Beach Bunnies, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 8700 Front Beach Road, Panama City Beach, Florida, Bay County, State of Florida, has named Karel Kay Russell, 4 Shamrock, Mary Esther, Florida, Okaloosa County, Florida 32579 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.


KAREL KAY RUSSELL

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TALLAHASSEE, FLORIDA