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April 18, 1997

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

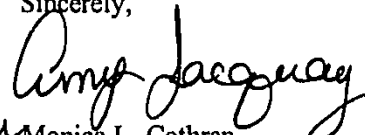
Re: Patsy's Panama City Beach Service, Inc.

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-named corporation along with a check for \$122.50. Please file the original Articles, certify the copy and return the certified copy to our office in the enclosed self-addressed stamped envelope.

If you have any questions, please call us.

Sincerely,


for Monica L. Cothran

MLC/js

Enclosures: As stated

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Amy GAVE
INCORPORATION BY PHONE TO
SECRETARY OF STATE

PK-4/22/97

FILED
97 APR 21 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PATSY'S PANAMA CITY BEACH SERVICE, INC.

FILED
97 APR 21 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, do hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is PATSY'S PANAMA CITY BEACH SERVICE, INC.

ARTICLE TWO

Corporate Duration

The duration of the corporation is perpetual.

ARTICLE THREE

Purpose or Purposes

The general purposes for which the corporation is organized are:

1. Beach services.
2. To engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

Capitalization

The aggregate number of shares which the corporation is authorized to issue is 200. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE FIVE

Registered Office and Agent

The street address of the initial registered office of the corporation is 307 Derondo Street, Panama City Beach, FL 32413, and the name of its initial registered agent at such address is EDGAR W. GARBUTT. The principal address is the same as the registered office.

ARTICLE SIX

Directors

The number of directors constituting the initial board of directors of the corporation is 2. The name and address of each person who is to serve as a member of the initial board of directors is:

Name	Address
Edgar W. Garbutt	307 Derondo Street Panama City Beach, FL 32413
Patricia A. Garbutt	307 Derondo Street Panama City Beach, FL 32413

ARTICLE SEVEN

Incorporators

The name and address of each incorporator is:

Name	Address
Edgar W. Garbutt	307 Derondo Street Panama City Beach, FL 32413
Patricia A. Garbutt	307 Derondo Street Panama City Beach, FL 32413

Executed by the undersigned on this 17th day of April, 1997.


EDGAR W. GARBUTT, President

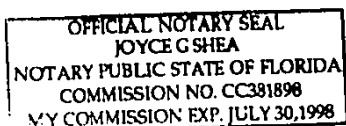
STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME, the undersigned authority, on this 17th day of April, 1997, personally appeared EDGAR W. GARBUTT to me well known to be the person described in and who signed the foregoing, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed, and who is personally known to me or who has produced FLA. Driver's License as identification.

WITNESS my hand and official seal the date aforesaid.

FILED

97 APR 21 PM 12:15



Joyce G. Shea
NOTARY PUBLIC

JOHN J. SHEA
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is PATSY'S PANAMA CITY BEACH SERVICE, INC.

2. The name and address of the registered agent and office is:

EDGAR W. GARBUTT
307 Derondo Street
Panama City Beach, FL 32413

Having ben named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Edgar W. Garbutt
EDGAR W. GARBUTT, Registered Agent