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ACCOUNT NO. : 072100000032

REFERENCE 342456 1299A

AUTHORIZATION

COST LIMIT : \$ 122.50

ORDER DATE : April 24, 1997

ORDER TIME : 11:03 AM

ORDER NO. : 342456-005

CUSTOMER NO: 1299A

CUSTOMER: Lawrence C. Schill, Esq
CLARK PARTINGTON HART LARRY
BOND STACKHOUSE & STONE
P. O. Box 13010

Pensacola, FL 32591-3010

DOMESTIC FILING

NAME: PERDIDO PASS
ENTERPRISES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
 _____ PLAIN STAMPED COPY
 _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS:

APR 24 1997

ARTICLES OF INCORPORATION
OF
PERDIDO PASS ENTERPRISES, INC.

FILED
97 DEC 11 PM 3:09
TALLAHASSEE, FLORIDA

The undersigned incorporator, MICHAEL P. WILLIAMS, a natural person competent to contract, hereby presents these Articles of Incorporation for the formation of a corporation under the provisions of Chapter 607, Florida Statutes.

ARTICLE I - NAME

The name of this corporation is PERDIDO PASS ENTERPRISES, INC.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of the corporation is 1020 Oak View Drive, Pensacola, Florida 32506.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida and the laws of the United States.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par value common stock.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - RESTRICTIONS ON TRANSFER OF STOCK

Unless waived by written agreement among this corporation and its shareholders, shares held by persons receiving shares in the initial issue of stock in this corporation may not be resold to other persons unless such shares are first offered to this corporation, and, if not so purchased, then to the other shareholders at the price and terms identical to the proposed sale to a third person. The restrictions contained in this Article VI may be modified by a separate written agreement among the corporation and the shareholders receiving shares in the initial issuance of stock of the corporation.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation shall be 1020 Oak View Drive, Pensacola, Florida 32506, and the name of the initial registered agent of this corporation at that address is Michael P. Williams.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws of the corporation, but shall never be less than one (1). The name and address of the initial director of this corporation are:

SAMUEL W. HOLDER
27501 Perdido Beach Blvd.
Orange Beach, Alabama 36561

ARTICLE IX - INCORPORATOR

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

MICHAEL P. WILLIAMS
1020 Oak View Drive
Pensacola, Florida 32506

ARTICLE X - COMMENCEMENT OF CORPORATE EXISTENCE

The date for commencement of this corporation's existence shall be the date these Articles of Incorporation are filed with the Florida Secretary of State.

ARTICLE XI - 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 incorporator has executed these Articles of Incorporation on the 23 day of April, 1997.

INCORPORATOR:



MICHAEL P. WILLIAMS

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of PERDIDO PASS ENTERPRISES, INC. Further, I am familiar with and accept the duties and obligations of such designation. My address is the same as the principal office of the corporation.



MICHAEL P. WILLIAMS

FILED
97 MAR 24 PM 3:09
TALLAHASSEE FLORIDA