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FILED

97 MAY -7 PM 1:58

April 30, 1997

TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Incorporation of Gulf Coast Entertainment, Inc.
Certificate No. 60-17-175412-82

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-05/07/97--01050--011

****122.50 ****122.50

Dear Sir/Madame:

Enclosed are the Articles of Incorporation of Gulf Coast Entertainment, Inc. Also enclosed is a check in the amount of \$122.50 made payable to the Florida Department of State to cover what I understand to be the filing fee for the enclosed document.

Once the enclosed Articles have been placed of record, please return a certified copy of same to me at the address set forth above.

If you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,


Gregory R. Basore

GB/amt

enc

cc: Darrin Leatherberry

OK
5/9/97

ARTICLES OF INCORPORATION
OF
GULF COAST ENTERTAINMENT, INC.

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THE UNDERSIGNED, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME AND ADDRESS

The name of this corporation is: Gulf Coast Entertainment, Inc. with its principal address as 3914 India Cove, Gulf Breeze, Florida 32561.

ARTICLE II - DURATION

The duration of this corporation is perpetual.

ARTICLE III - PURPOSE AND POWERS

The purpose for which this corporation is organized is to conduct any and all lawful business allowed under Florida law. The corporation shall have all powers authorized under applicable law.

ARTICLE IV - SHARES OF STOCK

The aggregate number of shares which this corporation shall have authority to issue is 50,000 shares of common voting stock with no par value per share.

ARTICLE V - AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of this corporation's initial registered office is 3914 India Cove, Gulf Breeze, Florida 32561 and the name of its initial registered agent at that address is Darrin T. Leatherberry.

ARTICLE VII - INCORPORATORS

The name and addresses of the incorporators is:

| <u>Name</u> | <u>Address</u> |
|------------------------|---|
| DARRIN T. LEATHERBERRY | P.O. Box 566 Gulf Breeze, FL 32652 |
| ROBERT E. LEATHERBERRY | 3914 India Cove Gulf Breeze, FL 32651 |
| ESTHER N. LEATHERBERRY | 3914 India Cove Gulf Breeze, FL 32651 |
| JODY L. LEATHERBERRY | 1009 S. Clinton Street Stockbridge, MI 49285 |

ARTICLE VIII - COMMON DIRECTORS-TRANSACTIONS BETWEEN DIRECTORS

No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, associate or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest if:

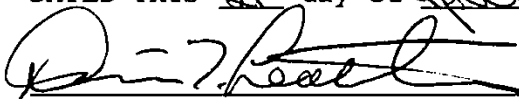
(a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director(s); or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent;


or (c) the contract is fair and reasonable to the corporation. Common or interested Directors may be counted in determining the presence of quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transactions.

ARTICLE IX - BYLAWS


The Bylaws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Shareholders at any meeting thereof.

DATED THIS 21 day of April, 1997.


DARRIN T. LEATHERBERRY
(Incorporator) *Personally Known*


ROBERT E. LEATHERBERRY
(Incorporator) *Witness M.D.H.*


ESTHER N. LEATHERBERRY
(Incorporator) *Personally Known*


JODY L. LEATHERBERRY
(Incorporator)

I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

DATED THIS 21 day of April, 1997.

Darrin T. Leatherberry

DARRIN T. LEATHERBERRY
(Registered Agent)

STATE OF FLORIDA)
) ss.
COUNTY OF Santa Rosa

Before me, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Darrin T. Leatherberry, Robert E. Leatherberry, and Esther N. Leatherberry, personally known to me, who did execute the foregoing Articles of Incorporation, and acknowledged before me that they executed those Article of Incorporation as their free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this the 21st day of April, 1997.

Martha P. Tubb
_____, Notary Public

Santa Rosa County, Florida
My Commission Expires: _____

MARTHA P. TUBB
"Notary Public - State of FL"
Comm. Exp. June 6, 2000
Comm. No. CC 557412

STATE OF MICHIGAN)
) ss.
COUNTY OF INGHAM)

Before me, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Jody L. Leatherberry, personally known to me, who did execute the foregoing Articles of Incorporation, and acknowledged before me that he executed those Article of Incorporation as his free act and deed.

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



, Notary Public

INGHAM County, Michigan
My Commission Expires: 10-30-99




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

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

First -- That GULF COAST ENTERTAINMENT, INC. desiring to
organize under the laws of the State of Florida, with its
principal office as indicated in the Articles of Incorporation,
at 3914 India Cove, Gulf Breeze, Florida 32651, Santa Rosa
County, has named Darrin T. Leatherberry, located at 3914 India
Cove, Gulf Breeze, Florida 32651, as its agent to accept
service of process within this state.

ACKNOWLEDGMENT:

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.


Darrin T. Leatherberry
(Registered Agent)

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TALLAHASSEE, FLORIDA