

*P97000084863*  
**W. WADE WALLACE, P.A.**  
ATTORNEY AND COUNSELOR AT LAW

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10221 WEST EMERALD COAST PARKWAY, SUITE 26  
DESTIN, FLORIDA 32541

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 SEP 29 PM 12:58

September 26, 1997

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

000002305880--3  
-09/29/97--01077--015  
\*\*\*\*122.50 \*\*\*\*122.50

RE: EMERALD COAST INTERNATIONAL, INC.

To whom it may concern:

Please find enclosed an original and a copy of the Articles of Incorporation and Certificate Designating the Registered Agent for the above referenced corporation. Please file the original and return a certified copy to my attention at the above address. I have enclosed check #2084, in the amount of \$122.50, to cover the cost of said filing.

If there is anything further I need to do, please let me know. Thank you for your attention to this matter.

Sincerely,

W. WADE WALLACE, P.A.

*Danice M. Wallace*

Danice M. Wallace  
Office Manager

/dmw

Enclosures as stated

D. BROWN OCT - 1 1997

**ARTICLES OF INCORPORATION  
OF  
EMERALD COAST INTERNATIONAL, INC.**

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The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

**ARTICLE I**

Name

The name of this corporation is: **EMERALD COAST INTERNATIONAL, INC.**

**ARTICLE II**

Duration

This corporation shall exist perpetually.

**ARTICLE III**

Corporate Purpose

This corporation is organized to transact any or all lawful business for which the corporation may be incorporated pursuant to Chapter 607, Florida Statutes, or any other applicable laws of the State of Florida.

**ARTICLE IV**

Principal Office/Mailing Address

The street and mailing address of the initial principal office is: 753 Whippoorwill Circle, Destin, Florida 32541.

**ARTICLE V**

Capital Stock

This corporation is authorized to issue Two Thousand (2000) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE VI**

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 as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

**ARTICLE VII**

Stockholder and Corporation Option to Purchase Stock

In case a shareholder desires to sell his shares of stock, he must first offer them for sale to the remaining stockholders, it being the intention to give them a preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

If none of the shareholders desire to purchase the shares of stock, the stockholder must then offer the corporation the option to purchase, it being the intention to give the corporation the second preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

A stockholder desiring to sell his stock shall file notice in writing of his intention with the secretary of the corporation, stating the terms of sale, and unless his terms are accepted by any or all of the other stockholders within ten (10) days thereafter, then the corporation has five (5) days to exercise its option.

If neither the shareholders nor the corporation exercise their option, then they shall be deemed to have waived their privilege of purchasing, and the stockholder will be at liberty to sell to anyone else.

#### **ARTICLE VIII**

##### **Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is : W. Wade Wallace, P.A., 10221 West Emerald Coast Parkway, Suite 26, Destin, Florida 32541; the name of the initial registered agent of this corporation at that address is: W. Wade Wallace.

#### **ARTICLE IX**

##### **Initial Board of Directors**

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-laws.

#### **ARTICLE X**

##### **Initial Officers**

The corporation shall have the following officers; President, Secretary and Treasurer, who shall be elected by a majority vote of the directors.

#### **ARTICLE XI**

##### **Incorporators**

The name and address of the incorporator is: Gerd A. Schulz, 753 Whippoorwill Circle, Destin, Florida 32541.

#### **ARTICLE XII**

##### **Action by Directors Without a Meeting**


The directors of this corporation may take action by written consent, as provided by law.

#### **ARTICLE XIII**

##### **Amendment**

This corporation reserves the right to amend or repeal any amendment hereto, and any right, conferred upon the shareholders is subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned subscriber has executed these Articles of Incorporation this 27 day of August, 1997.

  
\_\_\_\_\_  
Gerd A. Schulz

STATE OF FLORIDA  
COUNTY OF WALTON

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of August, 1997, by GERD A. SCHULZ, who is personally known to me or who has produced \_\_\_\_\_ as identification.

WITNESS my hand and seal this 21<sup>st</sup> day of August, 1997.



W. Wade Wallace  
MY COMMISSION # CC582304 EXPIRES  
October 31, 2000  
BONDED THROUGH TROY FAIR INSURANCE, INC.

W. Wade Wallace  
Name: \_\_\_\_\_  
Notary Public  
My commission expires: \_\_\_\_\_

Affix Seal

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OF DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

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In compliance with Section 607.0501, Florida Statutes, the following is submitted:

FIRST -- That EMERALD COAST INTERNATIONAL, INC., with its principal place of business at 753 Whippoorwill Circle, Destin, Florida 32541, has named W. Wade Wallace, located at W. Wade Wallace, P.A., 10221 West Emerald Coast Parkway, Suite 26, Destin, Florida, as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0501 Florida Statutes.

Date: August 27, 1997

W. Wade Wallace  
W. WADE WALLACE