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THE LAW OFFICES OF CHARLES S. ISLER & ASSOCIATES, P.A.

Attorneys and Counselors at Law

Post Office Box 430

Panama City, Florida 32402-0430

FILED

97 OCT -8 PM 3:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 7, 1997

Florida Department of State
Attn: New Filings
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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****122.50 ****122.50

Charles S. Isler
Julie Ann Sombathy

Re: WBQ Properties, Inc.

Dear Sir or Madam:

Enclosed herewith you will find the original and one copy of the Articles of Incorporation, as well as a check in the sum of \$122.50 for your fee. After filing has been completed, please forward the certified copy of the Articles to me at the above post office box.

If you have any questions, do not hesitate to contact me.

Sincerely,

Barbie Adams

Barbie Adams
Legal Assistant

/ba

Enclosures

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Downtown Office:

434 Magnolia Avenue
Panama City, FL 32401
Phone 904-769-5532
Facsimile 904-785-5852

Beach Office:

2226 Thomas Drive
Panama City Beach, FL 32408
Phone 904-233-9613
Facsimile 904-233-0632

P. Hall
OCT - 9 1997

ARTICLES OF INCORPORATION
OF
WBQ PROPERTIES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator Raymond E. Wahlberg, hereby forms WBQ PROPERTIES, INC., hereby forms a corporation for profit under the Florida General Corporation Act and other laws of the State of Florida.

1. NAME OF CORPORATION AND INITIAL ADDRESS: The name of this corporation shall be WBQ PROPERTIES, INC. and its address is 111 Grand Heron Drive, Panama City Beach, Florida 32407.

2. TERM OF EXISTENCE: This corporation shall exist perpetually unless dissolved according to law.

3. GENERAL PURPOSE: This corporation may transact any or all lawful business for which corporations may be incorporated under the laws of the State of Florida and shall have those general powers conferred upon corporations under the laws of the State of Florida.

4. CAPITAL STOCK: The aggregate number of shares of capital stock which this corporation is authorized to issue is One Thousand (1,000) par value of One Dollar (\$1.00) per share.

5. REGISTERED OFFICE AND REGISTERED AGENT: The street address of the initial registered office of this corporation in the State of Florida is 111 Grand Heron Drive, Panama City Beach, Florida 32407. The initial registered agent for this corporation at its registered office is Raymond E. Wahlberg. The Board of

Directors shall have the power to establish branch offices, and to move the registered office of the corporation to any other address in Florida. The principal office of the corporation shall be 111 Grand Heron Drive, Panama City Beach, Florida 32407.

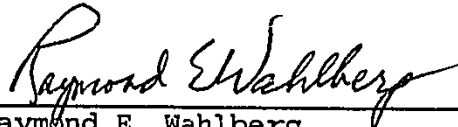
6. BOARD OF DIRECTORS: The number of directors of the initial Board of Directors of this corporation is three (3). The names and addresses of the members of the initial Board of Directors of this corporation are as follows:

- Raymond E. Wahlberg
111 Grand Heron Drive
Panama City Beach, Florida 32407
- Jon R. Bergquist
12019 Sunrise Lane
Minnetonka, MN 55343
- Donald F. Nations
1366 West 15th Street
Panama City, FL 32401

7. INCORPORATOR: The following is the name and address of the incorporator of this corporation:

- Raymond E. Wahlberg
111 Grand Heron Drive
Panama City Beach, Florida 32407

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Panama City, Florida, on this 3rd day of October, 1997.


Raymond E. Wahlberg
Incorporator

STATE OF FLORIDA
COUNTY OF BAY

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Raymond E. Wahlberg, and known to me to be the person described as incorporator and who signed these Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 3rd day of October, 1997.

[] Who is personally known by me.

[X] Who produced FL DL W416-725-30-451-D as identification.

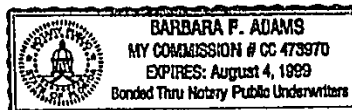
Barbara F Adams (Signature)

(Print Name)

Notary Public
My Commission Expires: _____
Commission #: _____

(Notary Seal)

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CERTIFICATE OF DESIGNATION OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING
WBQ PROPERTIES, INC.

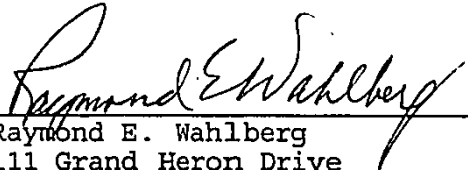
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TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes,
following is submitted:

That WBQ PROPERTIES, INC., desiring to organize under the laws
of the State of Florida, with its principal office as indicated in
Articles of Incorporation, Panama City, County of Bay, State of
Florida, as its agent to accept service of process within this
State.

ACKNOWLEDGMENT

Having been named to accept service of process in this
Certificate, the undersigned agrees to act in this capacity and
agrees to comply with the provisions of Florida law relative to
keeping the designated office open.


Raymond E. Wahlberg
111 Grand Heron Drive
Panama City Beach, FL 32407

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