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October 17, 1997

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

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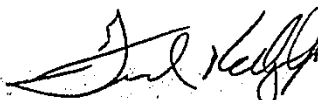
Re: GALS AND GUYS OF THE BEACHES, INC.

Gentlemen:

Enclosed please find an original and one copy of Articles of Incorporation and Designation of Registered Agent, together with check in the amount of Seventy (\$70.00) Dollars for filing.

Thank you for your prompt service.

Sincerely,



FRED KELLY, JR.
17195 Front Beach Road, Unit 7
Panama City Beach, Florida 32413

Enclosures

FILED
97 OCT 20 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc 10/21/97

ARTICLES OF INCORPORATION
OF
GALS AND GUYS OF THE BEACHES, INC.

FILED

97 OCT 20 AM 10:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

GALS AND GUYS OF THE BEACHES, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

17195 Front Beach Road, Unit 7
Panama City Beach, Florida 32413

The mailing address of this corporation shall be:

17195 Front Beach Road, Unit 7
Panama City Beach, Florida 32413

ARTICLE III. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

ONE THOUSAND SHARES

ARTICLE IV. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:


FRED KELLY, JR.
17195 Front Beach Road, Unit 7
Panama City Beach, Florida 32413

ARTICLE V. INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

President:	FRED KELLY, JR. 17195 Front Beach Road, Unit 7 Panama City Beach, Florida 32413
Vice-President:	TIMOTHY WILLIAM CONAN YOUNG 803 Young Street Panama City Beach, Florida 32407
Secretary:	FRED HARTLEY DANVERS 2602 Allison Avenue Panama City Beach, Florida 32408
Treasurer:	FRED KELLY, JR. 17195 Front Beach Road, Unit 7 Panama City Beach, Florida 32413

The undersigned has executed these Articles of Incorporation
this 17th day of October, 1997.


FRED KELLY, JR.
President

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, 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:

GALS AND GUYS OF THE BEACHES, INC.


2. The name and address of the Registered Agent and office is:

FRED KELLY, JR.
17195 Front Beach Road, Unit 7
Panama City Beach, Florida 32413

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97 OCT 20 AM 10:03

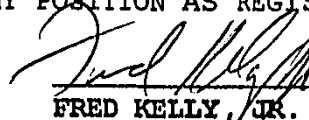
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FRED KELLY, JR.
President

Date: October 17th, 1997

HAVING BEEN 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.



FRED KELLY, JR.

Date: October 17th, 1997.