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Law Offices of
Robert R. McDaniel

103 North DeWitts Street
Pensacola, Florida 32501

Telephone (904) 432-5111

October 20, 1997

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

600002329556--5
-10/24/97--01114--020
****122.50 ****122.50

Re: Incorporation of Chimes-Of-Time, Inc.

Dear Sir,

Enclosed find Articles Of Incorporation for filing, and a check for \$122.50. Please return a certified copy the corporate charter to this office.

Thank you for your attention.

Yours very truly,

Robert R. McDaniel
Robert R. McDaniel
Attorney

97 OCT 24 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Rmc
10/27/97

ARTICLES OF INCORPORATION OF
CHIMES-OF-TIME, INC.

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ARTICLE I

The name of this corporation is CHIMES-OF-TIME, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II

The street address of the initial principal office and the mailing address of the corporation is 5708-A North Palafox Street, Pensacola, Fl 32505.

ARTICLE III

The corporation is authorized to issue 100 shares of common stock, not to be divided into classes or issued in series.

ARTICLE IV

The street address of the corporation's initial registered office is 5708-A North Palafox Street, Pensacola, Fl 32505, and its initial registered agent at the above address is Steven Mark Michael.

ARTICLE V

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

Avalyn M. Gillmore
1109 Ariola Drive
Pensacola Beach, Florida 32561

Steven Mark Michael
1109 Ariola Drive
Pensacola, Florida 32561

ARTICLE VI

The name and address of the incorporator is Robert R. McDaniel, 103 N DeVilliers St., Pensacola, Fl 32501

ARTICLE VII

The purpose of the corporation is to conduct all lawful business legal in the state of Florida.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20th day of October 1997.


Robert R. McDaniel

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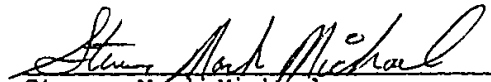
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DESIGNATION OF AND ACCEPTANCE
BY RESIDENT AGENT

CHINES-OF-TIME, Inc. has designated and named Steven Mark Michael of 5708-A North Palafox Street, Pensacola, Fl 32505 as its registered agent in the Articles of Incorporation filed herewith, to accept service of process within the State and perform all duties as might be required by the state of Florida.

Having been so designated, I hereby accept the appointment as a registered agent and state that I am familiar with, and accept the obligations of that position.

DATED THIS 20th day of October, 1997.


Steven Mark Michael
Registered Agent