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November 11, 1997

E. DIXIE BEGGS
Retired
BERT H. LANE
1917-1981

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Corporate Records Bureau
Division of Corporations
Department of State
State of Florida
409 East Gaines Street
Tallahassee, Florida 32301

Re: Seascope Properties of Pensacola, Inc.

Gentlemen:

Enclosed please find the following:

- (1) The original and one copy of the Articles of Incorporation for the above corporation.
- (2) Our check for \$122.50 to cover the filing fee, registered agent fee, and certified copy cost.
- (3) Self-addressed mailing envelope for use in returning the certified copy of the Articles to us.

We would appreciate your filing the enclosed Articles of Incorporation and immediately returning a certified copy to us in the enclosed mailing envelope.

If you should have any questions concerning the enclosures, or if you should require anything further from us, please call.

We thank you for your kind assistance in these matters.

Very truly yours,

James M. Weber
James M. Weber
For the Firm

JMW:jrf

Enclosures

FILED
97 NOV 12 PM 1:57
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SEASCAPE PROPERTIES OF PENSACOLA, INC.

FILED
97 NOV 12 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby make, subscribe, acknowledge, and file these articles for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

Name of Corporation and Principal Office

The name of the corporation shall be Seascape Properties of Pensacola, Inc. The principal place of business and mailing address of this corporation shall be 553 Milestone Boulevard, Cantonment, Florida, 32533.

ARTICLE II

Effective Date of Incorporation

The effective date of incorporation of Seascape Properties of Pensacola, Inc., is hereby declared to be November 12, 1997.

ARTICLE III

Duration

The corporation shall have perpetual existence, commencing on the 12th day of November, 1997.

ARTICLE IV

Purpose

The corporation is organized for the purpose of

transacting any and all lawful business, both within and without the State of Florida, including, but not limited to, owning and/or operating one or more retail stores, and participating in the acquisition, holding, development, renting and selling of real estate and the construction and/or remodelling of improvements thereon.

ARTICLE V

Capital Stock

The corporation is authorized to issue one thousand (1,000) shares of common stock, each share with a par value of One Dollar (\$1.00). No other class or type of stock shall be issued.

ARTICLE VI

Pre-emptive Rights

Every shareholder, upon the sale for cash of any new stock of the corporation, shall have the right to purchase a prorata 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

Initial Registered Office and Agent

Both the street address and the mailing address of the initial registered office of the corporation is 553 Milestone Boulevard, Cantonment, Florida, 32533, and the name of the initial registered agent of this corporation at that address is John S. Miller, Jr.

ARTICLE VIII

Initial Board of Directors

The corporation shall have one director initially. The

number of directors may be either increased or decreased from time to time as provided in the By-Laws of the corporation, but the number of directors of the corporation shall not be less than one nor more than seven. The directors shall be elected in accordance with the provisions of the By-Laws. The name and address of the initial director of the corporation is:

John S. Miller, Jr. 553 Milestone Boulevard
Cantonment, Florida 32533

ARTICLE IX

Incorporator

The name and address of the incorporator signing these Articles is John S. Miller, Jr., 553 Milestone Boulevard, Cantonment, Florida, 32533.

ARTICLE X

Amendment

These Articles of Incorporation may be amended upon any proposed amendment receiving the affirmative vote of the holders of a majority of the shares then outstanding at any regular or special meeting of the stockholders, upon advance notice given of the change to be made. Upon approval by the Secretary of State, any such amendment shall become and be taken as a part of the original Articles of Incorporation.

ARTICLE XI

By-Laws

The power to adopt, alter, amend or repeal the By-Laws of the corporation shall be vested in the Board of Directors.

ARTICLE XII

Shareholder Quorum and Voting

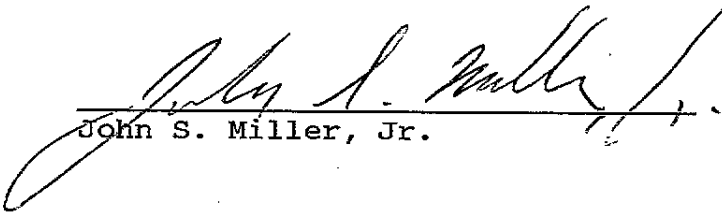
At any meeting of the Shareholders, fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIII

Statutory Powers

The corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, Chapter 607, Florida Statutes, as such chapter presently exists or may hereafter be amended.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 17th day of November, 1997.


John S. Miller, Jr.

STATE OF FLORIDA

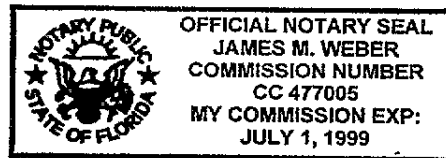
COUNTY OF ESCAMBIA

Before the undersigned, a notary public in and for said State and County, this day personally appeared John S. Miller, Jr., who is personally known to me and known to me to be the individual described by said name in and who executed the foregoing Articles

of Incorporation, and who acknowledged before me that he executed the said document freely and voluntarily for the uses and purposes therein set forth. He did not take an oath.

Given under my hand and official seal this 11th day of November, 1997.

James M. Weber
Notary Public, State of Florida
at Large
My Commission Expires: July 1, 1999



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT SEASCAPE PROPERTIES OF PENSACOLA, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF

PENSACOLA, STATE OF FLORIDA, HAS NAMED JOHN S. MILLER, JR.
(CITY) (STATE) (NAME OF RESIDENT)

553 MILESTONE BOULEVARD
AGENT) (STREET ADDRESS AND NUMBER OF BUILDING, POST
OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF CANTONMENT, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
(CITY)

SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE [Signature]
(CORPORATE OFFICER)

John S. Miller, Jr.
TITLE President

DATE November 11, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFI-
CATE, 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.

SIGNATURE [Signature]
(REGISTERED AGENT)

John S. Miller, Jr.
DATE November 11, 1997

FILED
97 NOV 12 PM 1:57
TALLAHASSEE, FLORIDA
SECRETARY OF STATE