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LES PETERSON
ASSISTANT TO THE CEO &
INFORMATION SYSTEMS MANAGER

HOSPITALITY INTERNATIONAL, INC.
1726 MONTREAL CIRCLE
TUCKER, GEORGIA 30084-6809
770-270-1180 VOICE
888-952-1544 PAGER
770-270-1077 FAX
800-247-4677 TOLL FREE

December 1, 1997

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

900002361359--0
-12/02/97--01094--009
*****70.00 *****70.00

Re: ~~Panama City Hotel Company~~
Sea Breeze Casino Cruises, Inc.

To Whom It May Concern:

Enclosed are incorporation papers and a check for \$70.00 our filing fees per your website, please file these articles of incorporation with your great state. Send the Mr. Guimbellot's copies of these corporations to my address above VIA FedEx our account number is 1016-2170-7. Your prompt attention in this matter is greatly appreciated. If you have any question please feel free to contact me at 800.246.4677 or page me at 888.952.1544.

Happy holidays,

HOSPITALITY INTERNATIONAL, INC.

Les Peterson
Assistant to the C.E.O.

Cc: Bobby E. Guimbellot, C.E.O.

Enclosed

FILED
97 DEC -2 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/4/97-TLM

ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporation shall be:

Panama City Hotel Company

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing of this corporation shall be:

4 Harrison Ave., Suite #5
Panama City, Florida 32401

ARTICLE III SHARES

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

10,000 Shares par value \$00.01

ARTICLES IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

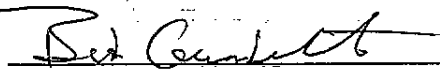
Bobby E. Guimbellot
122 Allen Street
Panama City, Florida 32401

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to the Articles of Incorporation is (are):

Bobby E. Guimbellot
122 Allen Street
Panama City, Florida 32401

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 1st day of December, 1997.


Bobby E. Guimbellot

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Panama City Hotel Company, Initial board of directors:

Bobby E. Guimbellot P/D
122 Allen Street
Panama City, Florida 32401

Jack Dubard S/D
1726 Montreal Circle
Tucker, Georgia 30084

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

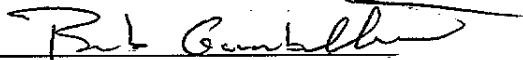
PURSUANT TO THE PROVISION OF SECTION 607.0501, FLORIDA STATUTE, THE UNDERSIGNED CORPORATION, ORGNIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUMMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Panama City Hotel Company
2. The name and address of the registered agent and office is:

Bobby E. Guimbellot
122 Allen Street
Panama City, Florida 32401

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TALLAHASSEE, FLORIDA

Have been named as registered agent and to accept service of process for the above stated corporation at the place designated in the certificate, I hereby accept the appointment as registered agent and agree to act in the 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.


(Signature)

12/1/98
(Date)