

1469 Alabama
Navarre Beach, FL 32566

January 1, 1998

P98000001550

Corporate Records Bureau
Division of Corporations
Department of State
P.O.Box 6327
Tallahassee, FL 32314

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-01/05/98--01063--003
****70.00 ****70.00

Gentlemen:

Please find enclosed the duplicate original Articles of Incorporation for Juana's, Inc., a Florida Corporation. A check for \$ 70.00 is presented for State charges for processing.

The effective date for this corporation shall be January 1, 1998.

Please return duplicate copy with Certificate of Incorporation to 1469 Alabama, Navarre Beach, FL 32566.

Thank you for your assistance in forming this corporation.

Sincerely,



EFFECTIVE DATE
01-01-98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN -5 PM 3:19

RP
1-7-98

ARTICLES OF INCORPORATION

OF

JUANA'S, INC.

(A Florida Corporation for Profit)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JAN -5 PM 3:19

The undersigned, for the purpose of creating a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

CORPORATE NAME AND PRINCIPAL OFFICE

The name of the corporation is JUANA'S, INC., and its principal office and mailing address is 1469 ALABAMA, NAVARRE BEACH, FL 32566.

ARTICLE TWO

EFFECTIVE DATE

01-01-98

NATURE OF BUSINESS

The purpose of the corporation is to do any and all lawful business for which corporations may be incorporated under the laws of Florida. The initial purpose of this corporation is to maintain and operate a water activities concession and beach bar.

ARTICLE THREE

CAPITAL STOCK

The corporation is authorized to issue One Thousand (1,000) shares of stock with a par value of one dollar (\$ 1.00) each. Such stock shall be of a single class.

ARTICLE FOUR

TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the filing of the articles. The effective date of this corporation shall be January 1, 1998.

ARTICLE FIVE

REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The registered office of the corporation is 1469 Alabama, Navarre Beach, FL 32566. The registered agent is Steven C Rudzki.

ARTICLE SIX

BOARD OF DIRECTORS

This corporation shall have one (2) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

The name and address of the initial board of directors of the corporation is as follows:

Steven C Rudzki
1469 Alabama
Navarre Beach, FL 32566

Janet H Rudzki
1469 Alabama
Navarre Beach, FL 32566

The person named as the initial directors shall hold office for the first year of existence of this corporation or until his successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE SEVEN

INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE EIGHT

REMOVAL OF DIRECTOR

Any director may be removed with or without cause by a vote of the holders fifty-one percent (51%) of the shares then entitled to vote at a special meeting of the shareholders called for that purpose.

ARTICLE NINE

SHAREHOLDER QUORUM

The presence, in person or by proxy, of shareholders holding of record fifty-one percent (51%) of the total number of shares of the Corporation, then issued and outstanding and entitled to vote, shall be necessary and sufficient to constitute a quorum for the transaction of any business at any meetings of shareholders of the Corporation.

ARTICLE TEN

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.


ARTICLE ELEVEN

INCORPORATOR

The name and address of the incorporator is:

Steven C Rudzki
1469 Alabama
Navarre Beach, FL 32566

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute these Articles on January 1, 1998.



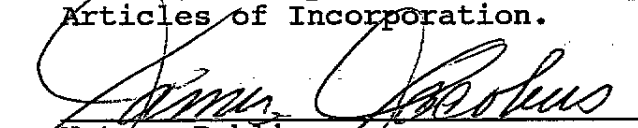
Steven C Rudzki, Incorporator

ACKNOWLEDGEMENT

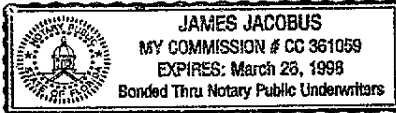
STATE OF FLORIDA

COUNTY OF OKALOOSA

Before me, the undersigned officer, personally appeared STEVEN C RUBZKI, Incorporator, for the purpose of lawfully executing these Articles of Incorporation.


Notary Public

My Commission Expires:



ACCEPTANCE BY THE REGISTERED AGENT

I, STEVEN C RUBZKI, hereby accept appointment as registered agent for the corporation, and acknowledge my acceptance with my signature below on January 1, 1998.


Steven C Rudzki, Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
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