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1/08/98

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TO: DIVISION OF CORPORATIONS

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FROM: BARRON, REDDING, HUGHES, FITE, BASSETT & FEN

ACCT#: 073617000710

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NAME: CHARLIE'S, INC.

AUDIT NUMBER.....H98000000436

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS...1

PAGES..... 4

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 8, 1998

BARRON, REDDING, HUGHES

SUBJECT: CHARLIES, INC.
REF: W98000000494

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

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Naysa Culligan
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FAX Aud. #: H98000000436
Letter Number: 498000001115

01-08-1998 03:13PM FROM

TO

18509224001 P.03

Fax Audit No.

H98000000436

ARTICLES OF INCORPORATION

OF

CHARLIE'S OF BAY COUNTY, INC.

The undersigned, acting as incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is CHARLIE'S OF BAY COUNTY, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value of common stock, which shall be designated "Common Shares".

ARTICLE IV - INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of the corporation in the State of Florida is Sun Harbor Marina, 5505 Sun Harbor Road, Panama City, Florida 32401, and the name of the

THIS INSTRUMENT PREPARED BY:
J. Robert Hughes, Esq.
Fla. Bar No. 0111806
Barron, Redding, Hughes,
Fite, Bassett & Fensom, P.A.
220 McKenzie Avenue
P.O. Box 2467
Panama City, FL 32402
(904) 785-7454

initial registered agent is Charles Robinson whose address is Sun Harbor Marina, 5505 Sun Harbor Road, Panama City, Florida 32401.

ARTICLE V - MANAGEMENT BY SHAREHOLDERS

The business of this corporation shall be managed by its shareholders rather than a Board of Directors. In the management of the business of this corporation, the act of the shareholders representing the majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the shareholders, except as otherwise provided for in any Shareholders' Agreement which may be entered into. Each shareholder shall be entitled to one vote in person, or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the shareholders for the management of the business of the corporation.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

Fax Audit No. H98000000436ARTICLE VII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE IX - INCORPORATOR

The name of the person signing these Articles is Charles Robinson whose address is Sun Harbor Marina, 5505 Sun Harbor Road, Panama City, Florida 32401.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 8th day of January, 1998.


Charles Robinson

STATE OF FLORIDA
COUNTY OF BAY

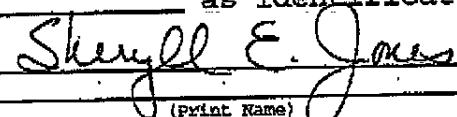
The foregoing Articles of Incorporation was executed and acknowledged before me this 8th day of January, 1998, by CHARLES ROBINSON, who: (notary must check applicable box)

- ☒ is personally known to me.
☐ produced a current Florida driver's license as identification.
☐ produced _____ as identification.

(SEAL)



"OFFICIAL SEAL"
Sheryll E. Jones
My Commission Expires 8/5/98
Commission #CC 378355


(Print Name)
Notary Public
Commission # _____
My Commission Expires: _____

01-08-1998 03:14PM FROM

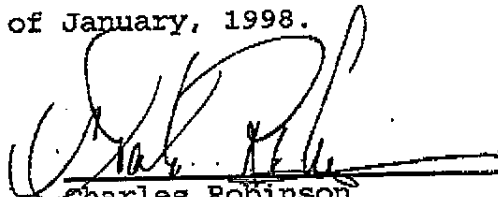
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ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT
OF
CHARLIE'S OF BAY COUNTY, INC.

Having been named to accept service of process for the above-named corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.

Dated this 8th day of January, 1998.


Charles Robinson
Registered Agent

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