

LAW OFFICES

SMITH, HOOD, PERKINS, LOUCKS,
STOUT, ORFINGER & SELIS

HORACE SMITH, JR.
CHARLES D. HOOD, JR.
TERENCE R. PERKINS
WILLIAM E. LOUCKS
LARRY R. STOUT
MICHAEL S. ORFINGER
SCOTT A. SELIS
ERIC K. NEITZKE
CLAY L. MEEK
JEFFREY E. BIGMAN
K. JUDITH LANE
RUSSEL C. TULLIUS
JAMES R. EVANS
DAVID E. ACKLEY
LEAH D. RANSBOTTOM

A Partnership of Professional Associations

POST OFFICE BOX 15200
DAYTONA BEACH, FL 32115

444 SEABREEZE BOULEVARD
SUITE 900
DAYTONA BEACH, FL 32118

TELEPHONE (904) 254-6875
FACSIMILE (904) 257-1834

HARRY G. McCONNELL
Of Counsel

P98000018073

February 17, 1998

BY CERTIFIED MAIL; RETURN RECEIPT REQUESTED

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

Re: Pyramid II, Inc.
Our File: 2419.0005

Dear Sir:

Enclosed for filing is an original and one (1) copy of the Articles of Incorporation of Pyramid II, Inc. Also, enclosed is the Designation of Registered Agent. Once filed, please issue a certified copy of the Articles of Incorporation and forward to my office in the enclosed return envelope.

I enclose herewith a check in the amount of \$122.50 in payment of the applicable fees. I appreciate your assistance in this matter.

Best personal regards.

Very truly yours,

Charles D. Hood, Jr.

CDH/JSB/KLM/sh
Enclosures

cc: Sheriff Guindi

FILED
98 FEB 23 AM 8:21
TALLAHASSEE, FLORIDA

100002438101
-02/23/98--01112-0213
***122.50 ***122.50

F. CHESSEB FEB 24 1998

ARTICLES OF INCORPORATION

FOR

PYRAMID II, INC.

FILED
98 FEB 23 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator adopts the following Articles of Incorporation:

ARTICLE ONE

NAME

The name of the corporation shall be: PYRAMID II, INC.

ARTICLE TWO

DURATION

The duration of the corporation is perpetual. The date and time of commencement of the corporate existence shall be the date and time of the filing of these Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE THREE

GENERAL PURPOSE

The purpose for which this corporation is initially organized is to engage in retail and liquor sales, and to engage in any or all lawful business for which corporations may be incorporated under Florida law.

ARTICLE FOUR

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 730 S. Atlantic Avenue, Suites 101-102, Ormond Beach, FL 32176.

ARTICLE FIVE

SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: One Thousand shares (1,000).

ARTICLE SIX

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is: Charles D. Hood, Jr., Esquire, 444 Seabreeze Boulevard, Suite 900, Daytona Beach, FL 32118.

ARTICLE SEVEN
DIRECTORS

The number of directors constituting the initial Board of Directors is one (1), and the name and address of the person who is to serve as the member thereof is:

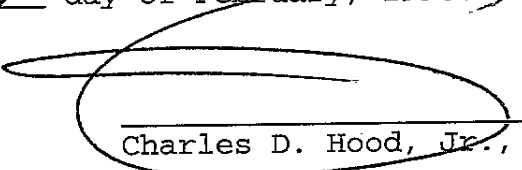
Sheriff Guindi
730 S. Atlantic Avenue, Suite 101-102
Ormond Beach, FL 32176

The number of directors may be changed from time to time by the bylaws.

ARTICLE EIGHT
INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: Charles D. Hood, Jr., Esquire, 444 Seabreeze Boulevard, Suite 900, Daytona Beach, FL 32118.

The undersigned incorporator has executed these Articles of Incorporation, this 16th day of February, 1998.



Charles D. Hood, Jr., Esquire

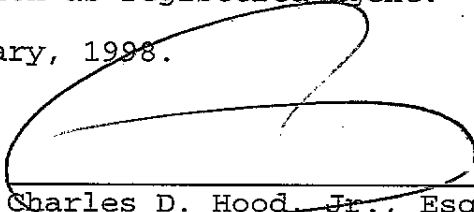
**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE**

Pursuant to the provisions of Florida Statute, Section 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is PYRAMID II, INC.
2. The name and address of the registered agent and office is Charles D. Hood, Jr., Esquire, 444 Seabreeze Boulevard, Suite 900, Daytona Beach, FL 32118.

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

DATED this 19th day of February, 1998.


Charles D. Hood, Jr., Esquire
444 Seabreeze Boulevard
Suite 900
Daytona Beach, FL 32118
(904) 254-6875

FILED
98 FEB 23 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA