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FLORIDA DIVISION OF CORPORATION

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((H98000004134 6))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: HARRISON, SALE, MCCLOY & THOMPSON
CONTACT: WILLIAM G HARRISON JR.
PHONE: (904)769-3434

ACCT#: 076630000526

FAX #: (904)769-6121

NAME: PANAMA PALMS, INC.

AUDIT NUMBER.....H98000004134

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

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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B. McKnight MAR 03 1998

H98-4134

ARTICLES OF INCORPORATION
OF
PANAMA PALMS, INC.

The undersigned subscriber to these Articles of Incorporation hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is PANAMA PALMS, INC.

ARTICLE II - NATURE OF BUSINESS

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III - DURATION

This corporation shall have perpetual existence and shall commence on filing.

Franklin R. Harrison
Florida Bar # 142350
Harrison, Sale, McCloy,
Thompson & Harrison
P.O. Box 1579
Panama City, Florida 32402
(904) 769-3434

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ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock, each share having the par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is: 9216 Front Beach Road, Panama City Beach, Florida 32407, and the name of the initial registered agent of this corporation is: Franklin R. Harrison, Esquire, at 304 Magnolia Avenue, Panama City, Florida 32401.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Hemant Patel, 2210 S. Waukesha Street, Bonifay, FL 32425

Rajendrakumar Patel, 9216 Front Beach Road, Panama City, FL 32407

Niranjan Patidar, Post Office Box 7017, Bainbridge, Georgia 31717

Nash Patel, 1029 Highway 98 East, Destin, Florida 32541

ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles is: Franklin R. Harrison, Esquire, 304 Magnolia Avenue, Panama City, Florida 32401.

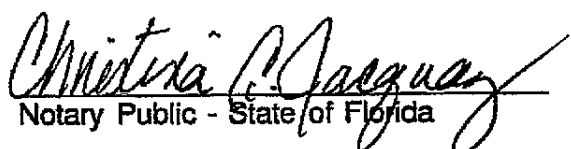
H98-4134

IN WITNESS WHEREOF, I have hereunto set my hand and seal,
acknowledged and filed the foregoing Articles of Incorporation under the laws of the
State of Florida, this 2 day of MARCH, 1998.


FRANKLIN R. HARRISON

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 2nd day of March, 1998, by Franklin R. Harrison, who is personally known to me.


Notary Public - State of Florida

Christina G. Jacquay
MY COMMISSION # 00571608 EXPIRES
October 8, 2000
BONDED THRU TROY FARM INSURANCE, INC.

H98-4134

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in
compliance with said act:

First, that PANAMA PALMS, INC., a corporation for profit, desiring to organize
under the laws of the State of Florida, with its principal office, as indicated in the
Articles of Incorporation, at 9216 Front Beach Road, Panama City Beach, Florida
32407, has named Franklin R. Harrison, Esquire, at 304 Magnolia Avenue, Panama
City, Florida 32401, as its agent to accept service of process within this state.
as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

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


Franklin R. Harrison
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA