

P98000042632



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 815075 7131731

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 11, 1998

ORDER TIME : 5:13 PM

ORDER NO. : 815075-005

CUSTOMER NO: 7131731

CUSTOMER: Melissa Johnson, Legal Asst
CLARK PARTINGTON HART LARRY
BOND STACKHOUSE & STONE
151 Regions Way, Suite 6a

100002519841-6
-05/12/98-01020-012
****122.50 ****122.50

Destin, FL 32541

DOMESTIC FILING

NAME: WINGATE ENTERPRISES OF NORTH
FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 12 AM 10:13

RECEIVED
98 MAY 12 AM 8:21
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 12 AM 10:13

WINGATE ENTERPRISES OF NORTH FLORIDA, INC.

The undersigned incorporators, ALVIN A. WINGATE and JOHN H. WINGATE, natural persons competent to contract, hereby present these Articles of Incorporation for the formation of a corporation under the provisions of Chapter 607, Florida Statutes.

ARTICLE I - NAME

The name of this corporation is WINGATE ENTERPRISES OF NORTH FLORIDA, INC.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of the corporation is 10901 Gulf Beach Highway, Pensacola, Florida 32507.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida and the laws of the United States.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue four thousand (4,000) shares of Class A Voting Common Stock with a par value of \$1.00 per share and six thousand (6,000) shares of Class B Nonvoting Common Stock with a par value of \$1.00 per share. All shares shall have identical rights except for voting rights.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - RESTRICTIONS ON TRANSFER OF STOCK

Unless waived by written agreement among this corporation and its shareholders, shares held by persons receiving shares in the initial issue of stock in this corporation may not be resold to other persons unless such shares are first offered to this corporation, and, if not so purchased, then to the other shareholders at the price and terms identical to the proposed sale to a third person. The restrictions contained in this Article VI may be modified by a separate written agreement among the corporation and the shareholders receiving shares in the initial issuance of stock of the corporation.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation shall be 10901 Gulf Beach Highway, Pensacola, Florida 32507, and the name of the initial registered agent of this corporation at that address is Alvin A. Wingate.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws of the corporation, but shall never be less than one (1). The name and address of the initial director of this corporation are:

Alvin A. Wingate
10901 Gulf Beach Highway
Pensacola, FL 32507

John H. Wingate
10821 Gulf Beach Highway
Pensacola, Florida 32507

ARTICLE IX - INCORPORATOR

The names and addresses of the persons signing these Articles are:

Alvin A. Wingate
10901 Gulf Beach Highway
Pensacola, FL 32507

John H. Wingate
10821 Gulf Beach Highway
Pensacola, Florida 32507

ARTICLE X - COMMENCEMENT OF CORPORATE EXISTENCE

The date for commencement of this corporation's existence shall be the date of filing of these Articles with the Florida Department of State.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the 5th day of May, 1998.

INCORPORATOR:


ALVIN A. WINGATE


JOHN H. WINGATE

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of WINGATE ENTERPRISES OF NORTH FLORIDA, INC. Further, I am familiar with and accept the duties and obligations of such designation.


ALVIN A. WINGATE

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