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PENSACOLA, FLORIDA 32503-1009

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

BRUCE A. McDONALD

TELEPHONE (850) 477-0660

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July 27, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: PIECES OF EIGHT, INC.

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-07/28/98--01022--011

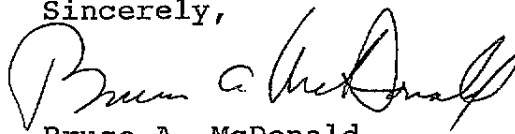
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Dear Sir:

Enclosed please find Articles of Incorporation of Pieces of Eight, Inc. and Acceptance of Appointment of Registered Agent. Also, please find our check for \$122.50 to cover the filing fee for a profit corporation, and registered agent designation. Please send us back a certified copy of these Articles (copy enclosed) showing your receipt of same.

If you should have any problems or concerns, please do not hesitate to contact my office.

Sincerely,



Bruce A. McDonald

BAM/jbw
Encls.

98 JUL 28 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

B. BROCK, III 31 1998

APPROVED
AND
FILED

98 JUL 28 AM 8:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PIECES OF EIGHT, INC.**

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

ARTICLE I

NAME

The name of this corporation is Pieces of Eight, Inc.

ARTICLE II

DURATION

This corporation shall exist perpetually, commencing upon the date of execution of these Articles.

ARTICLE III

PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States.

ARTICLE IV

PRINCIPAL OFFICE; MAILING ADDRESS

The principal office is located at 7171 N. Davis Highway, Pensacola, Florida 32504. The mailing address of the corporation is 7171 N. Davis Highway, Pensacola, Florida 32504

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE VI

PREEMPTIVE RIGHTS

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

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of this corporation's initial registered office is 7171 N. Davis Highway, Pensacola, Florida 32504, and the name of this corporation's initial registered agent is Dennis W. Bailey.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is one (1), whose name and address is:

Dennis W. Bailey
4311 Bayou Blvd., Apt. F-66
Pensacola, FL 32503

ARTICLE IX

INCORPORATOR

The name and address of the incorporator is Dennis W. Bailey, at 4311 Bayou Blvd., Apt. F-66, Pensacola, FL 32503.


IN WITNESS WHEREOF, the undersigned incorporator has
executed these Articles of Incorporation this 27th day of July,
1998.

Dennis W. Bailey
Dennis W. Bailey, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Dennis W. Bailey, hereby accept the appointment as Registered Agent for Pieces of Eight, Inc., 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 as set forth in its Articles of Incorporation being filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 27th day of July, 1998.


Dennis W. Bailey

APPROVED
AND
FILED
93 JUL 28 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA