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Fred H. Simmons, Jr.
27 Via De Luna
Pensacola Beach, Florida 32561
PHONE: 850-932-0067

August 7, 1998

Secretary of State
Corporation Division
State of Florida
Tallahassee, Florida 32304

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-08/10/98--01048--019
****131.50 ****131.50

Re: SIXTY-NINE, INC.

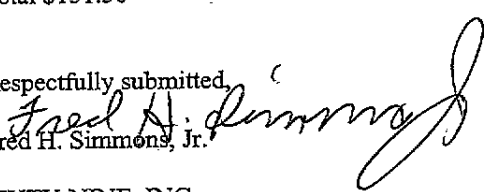
Gentlemen,

Enclosed herewith are two executed copies of the Articles of Incorporation of SIXTY-NINE, INC. and two executed copies of the Certificate of the Registered Agent. Please call if you should have any questions or need additional information in this regard. My number is 850-932-0067.

Our check in the amount of \$131.50 is for the following fees:

Filing fee
Charter tax
Registered agent
Certified copy

Total \$131.50

Respectfully submitted,

Fred H. Simmons, Jr.

SIXTY-NINE, INC.

FILED
98 AUG 10 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/8-13-98

**ARTICLES OF INCORPORATION
-OF-
SIXTY-NINE, INC.**

THE UNDERSIGNED INCORPORATOR, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of this Corporation shall be:

SIXTY-NINE, INC.

ARTICLE II

The principal place of business and mailing address of this corporation shall be:

Sixty-Nine, Inc. 27 Via De Luna Pensacola Beach, Florida 32561

ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any time is ONE THOUSAND (1,000) shares of common stock, having a par value of ONE (\$1.00) DOLLAR per share.

ARTICLE IV

The initial registered agent and the initial street address of the registered office of the corporation are:

Fred H. Simmons, Jr. 27 Via De Luna Pensacola Beach, Florida 32561

ARTICLE V

The name and address of the incorporator to these Articles of Incorporation are:

Fred H. Simmons, Jr. 815 Rio Vista Drive Pensacola Beach, Florida 32561

ARTICLE VI

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VII

Every shareholder, upon the sale of any shares or securities of the corporation convertible into or carrying a right to subscribe to shares of this corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

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TALLAHASSEE, FLORIDA

ARTICLE VIII

The number of Directors of this corporation shall be at least one (1) and no more than five.

ARTICLE IX

The names and street addresses of the members of the first Board of Directors of this Corporation are as follows:

Fred H. Simmons, Jr. 815 Rio Vista Drive Pensacola Beach, Florida 32561

ARTICLE X

The corporation, and, subject to the priority of the corporation, the remaining stockholders of the Corporation, shall have preference in the purchase of any shares of the capital stock of the corporation, and any attempted sale of such shares of stock in violation of this provision shall be null and void. In case a stockholder, his personal representatives, heirs, devisees, legatees, pledgee, assignee, receiver, trustee in bankruptcy or any other person holding under or in privity with any stockholder, desires to sell his shares of stock, he shall file notice in writing of such intention with the Secretary of the corporation, stating the price and terms upon which he desires to sell such stock, and unless the terms of such offer are accepted by the corporation within ten (10) days, it shall be deemed to have waived its privilege of purchasing. In the event that the corporation is legally unable to purchase such stock or otherwise waives its privilege of purchasing, the Secretary of the corporation shall mail a written notice to all of the remaining stockholders, by certified mail, return receipt requested, advising them of the terms of such offer, and unless the terms of such offer are accepted by any or all of the other stockholders within ten (10) days from the date of mailing such notice, they shall be deemed to have waived their privilege of purchasing, and the stockholders or the person in privity with him desiring to sell shall be at liberty to effect a sale upon the terms of such offer. No stockholder who has given notice pursuant to this Article, may thereafter sell such stock for a price or upon terms different than the offer contained in such notice, without again complying with the notice requirements of this Article. Neither the corporation, nor the remaining stockholders (collectively), may exercise their privilege of purchasing as to any shares of stock less than the total number of shares involved in such offer.

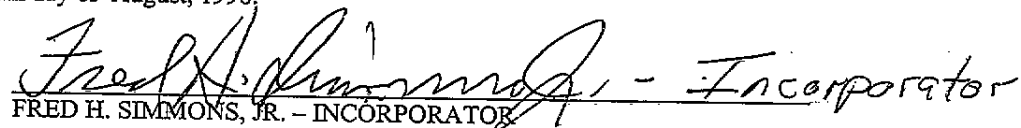
ARTICLE XI

The corporate existence of this corporation shall begin on the date on the Articles of Incorporation that are filed on record with the State.

ARTICLE XII

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

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this seventh day of August, 1998.

 - Incorporator
FRED H. SIMMONS, JR. - INCORPORATOR

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

IN COMPLIANCE WITH SECTION 607.325 FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST THAT SIXTY-NINE, INC.

WITH ITS PLACE OF BUSINESS AT 27 VIA DE LUNA PENSACOLA BEACH

HAS NAMED FRED H. SIMMONS, JR. LOCATED AT 27 Via De Luna CITY OF PENSACOLA
BEACH, STATE OF FL., AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE Fred H. Simmons, Jr.
TITLE President
DATE 8/7/98

Having been named to accept service of process for the above state corporation, at the place designated in
this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all
statutes relative to the proper and complete performance of my duties, and I accept the duties and
obligations of Section 607.325 of the Fl. Statutes.

SIGNATURE Fred H. Simmons, Jr.
DATE 8/7/98

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA