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BILL E. PARKER

Attorney at Law

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Crestview, Florida 32536
(850) 682-4820*

August 26, 1998

Secretary of State
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32301

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-08/31/98--01063--005
*****78.75 *****78.75

RE: CLUB DOWN SOUTH, INC.

Gentlemen:

Enclosed is a check in the amount of \$78.75, which includes \$35.00 for the filing fee, \$35.00 for the registered agent fee and \$8.75 for certificate of status. Please return the enclosed copy with certificate attached.

Thank you.

Very truly yours,



Bill E. Parker

BEP/sh
Enclosure

APPROVED
AND
FILED
98 AUG 31 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

98 AUG 31 AM 8:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CLUB DOWN SOUTH, INC.**

The undersigned hereby associate themselves together for the purpose of becoming a body corporate under the laws of the State of Florida, and do hereby certify, make, subscribe, acknowledge and file in the office of the Secretary of State of the State of Florida, its Articles of Incorporation, to-wit:

ARTICLE I. NAME AND PRINCIPAL OFFICE

The name of this corporation is CLUB DOWN SOUTH, INC. Its principal office shall be located at 1301 W. Edney Avenue, Crestview, Florida 32536.

ARTICLE II. DURATION OF EXISTENCE

This corporation shall exist perpetually unless terminated by lawful dissolution.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of sales, service, pool hall, and recreation, and any other business or activity permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue a maximum of Five Hundred (500) shares of stock. The shares of stock authorized shall have a par value of One (1) Dollar per share, which shall be

designated "Common Shares". The consideration to be paid for each share of stock shall be fixed by the shareholders.

ARTICLE V. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Shareholders of this corporation.

ARTICLE VI. ACTION BY WRITTEN CONSENT

Any action required by law, the Articles of Incorporation or the By-Laws of this corporation to be taken at any annual or special meeting of the Shareholders of the corporation or any action which may be taken at any annual or special meeting of such Shareholders, may be taken without a meeting, without prior notice or without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

ARTICLE VII. PREEMPTIVE RIGHTS

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

ARTICLE VIII. RESTRICTION OF TRANSFER OF STOCK

Shares of capital stock of this corporation shall contain a provision restricting the transfer of said shares which provides that shares held by the shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders and to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE IX. INCORPORATORS

The name and address of the person(s) signing these Articles of Incorporation are:

Allison D. Durm
1301 W. Edney Avenue
Crestview, Florida 32536

ARTICLE X. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 1301 W. Edney Avenue, Crestview, Florida, 32536. The name of the initial registered agent of this corporation at that address is: ALLISON D. DURM

ARTICLE XI. BY-LAWS

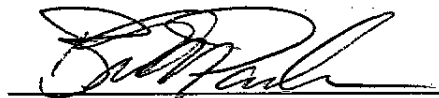
The power to adopt, alter, or amend, or repeal by-laws shall be vested in the Shareholders

ARTICLE XII. AMENDMENTS

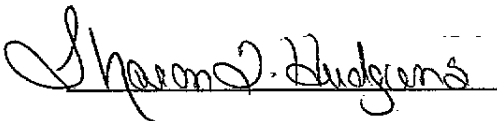
The Shareholders shall have the power to alter, amend or repeal provision of these articles.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this the 25th Day of August, 1998.

WITNESSES:



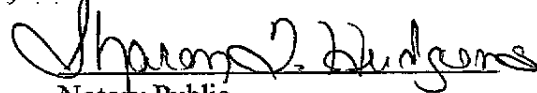

INCORPORATOR



STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, personally appeared ALLISON D. DURM known to me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 25th Day of August, 1998.


Notary Public
My Commission Expires:



Sharon T. Hudgens
MY COMMISSION NO. CC677532 EXPIRES
SEPTEMBER 4, 2001
BONDED THRU TROY EAIN INSURANCE, INC.

CLUB DOWN SOUTH, INC.

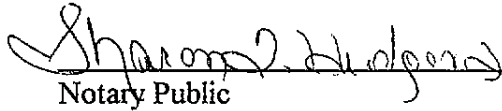
ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above corporation in the County of Okaloosa, State of Florida. I hereby consent to act in this capacity, and agree to comply with the provision of the law relative to keeping open said office.


ALLISON D. DURM

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 25th Day of August, 1998, by ALLISON D. DURM, who has produced _____ As identification or is personally known to me and who did not take an oath.


Notary Public

My Commission Expires



Sharon T. Hudgens
MY COMMISSION # CC67752
September 4, 2001
BONDED THRU TROY FAIN INSURANCE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED