

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P980000080543

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 SEP 17 AM 11:46

800002541778--4
-09/17/98--01028--003
****122.50 ****122.50

P & L of Panama City, Inc.

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

RECEIVED
98 SEP 17 AM 10:11
DIVISION OF CORPORATIONS
R. Purinton SEP 17 1998

Signature

Requested by: Cher

9-17

931

Name

Date

Time

Walk-In

Will Pick Up

98 SEP 17 AM 11:46

ARTICLES OF INCORPORATION
OF
P & L OF PANAMA CITY, INC.

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

FIRST:

The name of the corporation is P & L OF PANAMA CITY, INC.

SECOND:

The principal place of business of this corporation shall be 539 School Avenue, Panama City, Florida 32401 and the mailing address of this corporation shall be the same.

THIRD:

The period of duration of the corporation is perpetual.

FOURTH:

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this state.

FIFTH:

This corporation is authorized to issue one thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

SIXTH:

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

SEVENTH:

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 already holds, shall have the right to purchase his 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.

EIGHTH:

The street address of the principal office and initial registered office of this corporation is 539 School Avenue, Panama City, FL 32401, and the name of the initial registered agent of this corporation at that address is MYLINH NGUYEN.

NINTH:

This corporation shall have one director. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation are as follows:

MyLinh Nguyen
539 School Avenue
Panama City, Florida 32401

TENTH:

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

MyLinh Nguyen
539 School Avenue
Panama City, Florida 32401

ELEVENTH:

The power to adopt, alter, amend or repeal bylaws shall be

vested in the Board of Directors and the shareholders.

TWELFTH:

Shares of capital stock shall be issued initially to the following persons:

MyLinh Nguyen
539 School Avenue
Panama City, Florida 32401

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or 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 of this corporation.

THIRTEENTH:

At each such election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of shares, or by distributing such votes on the same principle among any number of such candidates.

FOURTEENTH:

Special meetings of shareholders may be called by a majority of the outstanding shares.

FIFTEENTH:

Fifty-one percent (51%) of the shares entitled to vote,

represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote, fifty-one (51%) of the shares represented at the meeting and entitled to vote on the subject matter, shall be the act of the shareholders.

SIXTEENTH:

All of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of all of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative of all of the remaining directors, shall be the act of the Board of Directors.

SEVENTEENTH:

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

EIGHTEENTH:

The Directors of this corporation may take action by written consent, as provided by law.

NINETEENTH:

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

TWENTIETH:

This corporation reserves the right to amend or repeal any

provisions contained in these Articles of Incorporation, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 16th day of September, 1998.

MyLinh Nguyen
MyLinh Nguyen
Sign and print name of
incorporator

STATE OF FLORIDA)
COUNTY OF BAY)

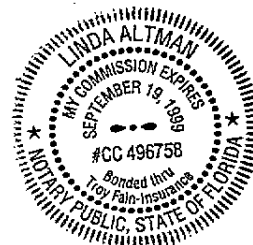
BEFORE ME the undersigned officer duly authorized in the State and County aforesaid to take acknowledgments personally appeared MyLinh Nguyen, known to me to be the person who executed the foregoing, and acknowledged that she executed the same for the purposes therein expressed.

WITNESS MY hand and official seal this 16th day of September 1998.

(S E A L)

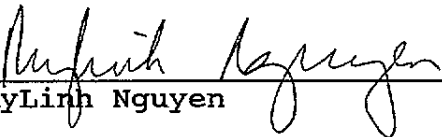
Linda Altman
LINDA ALTMAN
Sign and print name of notary

Personally known ✓
or Produced Identification
Type of ID



ACKNOWLEDGEMENT BY DESIGNATED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in the Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping said office open.


MyLinh Nguyen

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 17 AM 11:46