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FILED
DEC 14 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEA GALS, INC.
1075 LIONSGATE LANE
GULF BREEZE, FL 32561
(850) 934-1060

December 3, 1998

Florida Department of State
Sandra B. Mortham, Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-12/04/98--01087--001
*****70.00 *****70.00

I, Joanne Faddis, hereby accept the appointment as Registered Agent of Sea Gals, Inc. I am familiar with, and accept the obligations of Section 607.0505 Florida Statutes with regard to the duties and responsibilities as Registered Agent.

Signature Joanne Faddis
Title President
Date 12-3-98

~~12-3-98 27455~~

F. CHESSE

DEC 15 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 8, 1998

JOANNE FADDIS
1075 LIONSGATE LANE
GULF BREEZE, FL 32561

SUBJECT: SEA GALS, INC
Ref. Number: W98000027455

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for SEA GALS, INC and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 998A00057991

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
of
SEA GALS SERVICES, INC.**

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Delaware, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of this corporation is SEA GALS SERVICES, INC..

**ARTICLE II
INITIAL PRINCIPAL OFFICE**

The mailing address of the corporation's initial principal office is:

1075 LIONSGATE LANE
GULF BREEZE, FL 32561

**ARTICLE III
SHARES**

The total number of shares which the corporation shall have authority to issue is 1,500 shares of no par value stock.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

JOANNE FADDIS
SEA GALS SERVICES, INC.

Initials: *JF*

1075 LIONSGATE LANE
SANTA ROSA County
GULF BREEZE, FL 32561

ARTICLE V PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

ARTICLE VI DIRECTORS

The names and residence addresses of the persons constituting the initial board of directors are:

JOANNE FADDIS
1075 LIONSGATE LANE
GULF BREEZE, FL 32561

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

ARTICLE VII LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the

corporation to the fullest extent permitted by law.

ARTICLE VIII OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

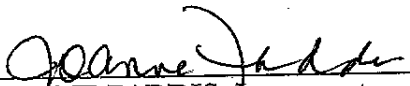
Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

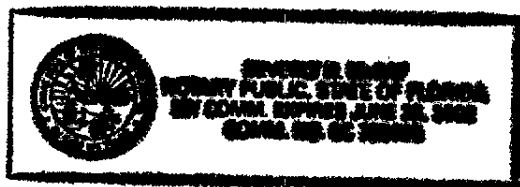
Certification

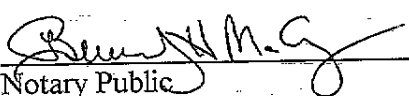
I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.


JOANNE FADDIS, Incorporator
1075 LIONSGATE LANE
GULF BREEZE, FL 32561

State of FLORIDA, County of ESCAMBIA, ss:

Subscribed and sworn to (or affirmed) before me this 2nd day of December, 1998.




Notary Public

SEA GALS SERVICES, INC.
1075 LIONSGATE LANE
GULF BREEZE, FL 32561
(850) 934-1060

December 3, 1998

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I, Joanne Faddis, hereby accept the appointment as Registered Agent of Sea Gals Services, Inc. I am familiar with, and accept the obligations of Section 607.0505 Florida Statutes with regard to the duties and responsibilities as Registered Agent.

Signature Joanne Faddis
Title President
Date 12-14-98