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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : BURKE AND BLUE, P.A.
Account Number : 072100000111
Phone : (850) 769-1414
Fax Number : (850) 784-0857

FLORIDA PROFIT CORPORATION OR P.A.

baytowne retail sites, inc.

| | |
|-----------------------|---------|
| Certificate of Status | 1 |
| Certified Copy | 0 |
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ARTICLES OF INCORPORATION
OF
BAYTOWNE RETAIL SITES, INC.

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TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is Baytowne Retail Sites, Inc. The initial street address of the principal office 630 Grand Blvd, Suite 100, Destin, Florida and the mailing address is C/O Burke & Blue, P.A., 100 St. Charles Place, Suite 300, Destin, FL 32541.

Article II - Duration

This corporation shall exist perpetually, commencing with the date of execution and acknowledgment of these Articles.

Article III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and Florida.

Article IV - Capital Stock

This corporation is authorized to issue 7500 shares of One Dollar (\$1.00) par value common stock.

Article V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 100 St. Charles Place, Suite 300, Destin, Florida 32541 and the name of the initial registered agent of this corporation at that address is Rob Blue, Jr.

ROB BLUE, JR., ESQ.
221 MCKENZIE AVENUE
PANAMA CITY, FL 32401
(850) 769-1414
FLA BAR NO.: 0122450

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Article VI - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

KEITH HOWARD 630 Grand Blvd.
Suite 100
Destin, FL 32541

Article VII - Incorporators

The name and address of the person signing these Articles is as follows:

Rob Blue, Jr. 100 St. Charles Place
Suite 300
Destin, FL 32541

Article VIII - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders. By-Laws adopted by the Shareholders may be repealed or changed only by the Shareholders. By-Laws adopted by the Board of Directors may be repealed or changed by the Board of Directors or by the Shareholders.

Article IX - Indemnification

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

Article X - Amendment of Articles of Incorporation

These Articles of Incorporation may be amended in any manner and by way of any procedure provided by law.

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IN WITNESS WHEREOF, the undersigned subscriber has hereunto
executed these Articles of Incorporation this 23rd day of
December, 1998.

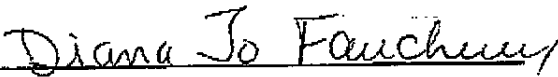

Rob Blue, Jr.

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 23rd
day of December, 1998, by Rob Blue, Jr., who is personally known to
me.

(SEAL)




(Print Name)
Notary Public
Serial # _____
My Commission Expires: _____

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UNDER
WHOM PROCESS MAY BE SERVED.


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FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - That Baytowne Retail Sites, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Destin, State of Florida, has named Rob Blue, Jr., located at 100 St. Charles Place, Suite 300, City of Destin, County of Walton, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

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


Rob Blue, Jr.
(Registered Agent)

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