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ARBITRATOR FOR

AMERICAN ARBITRATION ASSOCIATION

CERTIFIED MEDIATOR

P99000004102

January 11, 1999

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

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-01/14/99--01052--002
*****70.00 *****70.00

Re: Articles of Incorporation for
GREAT SCOTT'S OF SANTA ROSA, INC.

Dear Sir/Madam:

Enclosed please find an original and two copies of the Articles of Incorporation for GREAT SCOTT'S OF SANTA ROSA, INC., together with a check for \$70.00 towards the filing fee.

Please return the copies of the filed Articles of Incorporation to the address noted above. Thank you for your assistance and should you have any questions concerning this matter, please do not hesitate to contact me.

Sincerely,

Bryan J. Kiefer

encl.

FILED

99 JAN 14 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 JAN 14 AM 10:30
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

7.8170 JAN 14 1999

ARTICLES OF INCORPORATION
FOR
GREAT SCOTT'S OF SANTA ROSA, INC.

FILED
99 JAN 14 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I.

Corporate Name

The name of this corporation is GREAT SCOTT'S OF SANTA ROSA, INC.

Article II.

Nature of Business and Powers

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

Article III.

Capital Stock

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of ten cents (\$.10) per share.

Article IV.

Term of Existence

This Corporation shall have perpetual existence commencing upon filing of these Articles of Incorporation.

Article V.

Pre-Emptive 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 already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

Article VI.

Registered Agent and Initial Registered and Principal Office

The Registered Agent and the street address of the initial Registered and Principal Office of this Corporation in the State of Florida shall be:

Stephen H. Dugas 2097 Old Towne Avenue
Destin, FL 32541

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

Article VII.

Board of Directors

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by By-laws adopted by the stockholders, but shall never be less than one.

Article VIII.

Initial Director

The name of the initial director of this Corporation and their addresses are:

Stephen H. Dugas	2097 Old Towne Avenue Destin, FL 32541
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The persons named as initial director shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

Article IX.

Incorporator

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Stephen H. Dugas	2097 Old Towne Avenue Destin, FL 32541
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Article X.

Cumulative Voting

Each Shareholder entitled to vote shall have a number of votes equal to the number of voting shares held by the Shareholder multiplied by the number of Directors that the Shareholder may elect. The Shareholder may cast all such votes for a single candidate or may distribute them among some or all of the candidates. The exercise of this right shall be termed cumulative voting.

Article XI.

Amendment

These Articles of Incorporation may be amended in the following manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator and Registered Agent, has executed the foregoing Articles of Incorporation on the 12 day of November, 1998.


STEPHEN H. DUGAS

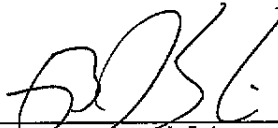
STATE OF FLORIDA
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this 12th day of November, 1998, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared STEPHEN H. DUGAS, who is personally known to me or who has produced the identification identified below, who is the person described in and who executed the foregoing instrument, and who after being duly sworn says that the execution hereof is his/her free act and deed for the uses and purposes herein mentioned.

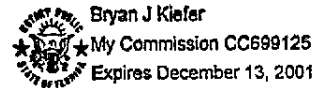
SWORN TO AND SUBSCRIBED before me on the day and year last aforesaid.

X To me personally known


Identified by Driver's License Number _____
issued by the State of _____.



Notary Public
Typed Name: Bryan J. Kiefer
My Commission Expires:
Commission No.:



I, STEPHEN H. DUGAS, am hereby familiar with and accept the duties and responsibilities as Registered Agent for GREAT SCOTT'S OF SANTA ROSA, INC.



STEPHEN H. DUGAS
Registered Agent

FILED
99 JAN 14 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA