

Law Office of Brian D. Hess

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January 22, 1999

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

Re: A & E Ski & Beach, Inc.

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for **A & E Ski & Beach, Inc.** As well as a check in the sum of \$78.75 for your fee. Please forward a certified copy of the Articles after filing to me in the enclosed self-addressed, stamped envelope. If you need anything further to file the Articles, please call me.

Sincerely,


Steven L. Applebaum

SLA/pdm

Enclosures:
Articles of Incorporation
Filing Fee
Self Addressed Envelope

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99 JAN 26 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-1/29/99

**Articles of Incorporation
of
A & E Ski & Beach, Inc.**

Article I. Corporate Name and Initial Corporate Address

The name of this corporation is **A & E Ski & Beach, Inc.**, and the initial corporate address is 9875 S. Thomas Drive, Panama City Beach, FL 32408.

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 \$1.00 per share.

Article IV. Term of Existence

This corporation shall have perpetual existence commencing upon filing of the articles.

Article V. Registered Agent and Initial Registered Office

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

Steven L. Applebaum
9108 Front Beach Road
Panama City Beach, Florida 32408

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

Article VI. Board of Directors

This corporation shall have two (2) directors 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 VII. Initial Directors

The name of the initial directors of this corporation and his address is:

Edward F Hickey, Jr.
Post Office Box 9132
Panama City Beach, Florida 32417

Adris E. L. Pender
Post Office Box 9132
Panama City Beach, Florida 32417

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TALLAHASSEE, FLORIDA

The person named as initial director shall hold office for the first year of existence of this corporation or until successors are elected or appointed and have qualified, whichever occurs first.

Article VIII. Incorporator

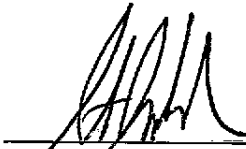
The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Steven L. Applebaum
9108 Front Beach Road
Panama City Beach, FL 32408

Article IX. 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 already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

In witness whereof, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 25 day of January, 1999.



Steven L. Applebaum

State of Florida
County of Bay

Before me, a Notary Public, personally appeared **Steven L. Applebaum**, who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation on the _____ day of January, 1999, [] who was personally known to me; or [] who produced _____ as identification.

Notary Public
State of Florida at Large

Consent of Registered Agent

Having been named as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.



Steven L. Applebaum

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