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**BENNETT, LOGUE & BENNETT**

ATTORNEYS AT LAW  
POST OFFICE BOX 2422 (32402-2422)  
112 EAST THIRD COURT  
PANAMA CITY, FLORIDA 32401  
Telephone (850) 763-4671  
Telecopier (850) 784-3915

JULIAN BENNETT  
DERRICK BENNETT

DAYTON LOGUE, OF COUNSEL

Beach Office  
15238 Front Beach Road  
Panama City Beach, Florida 32413  
(850) 236-9000

February 17, 1999

Certified Mail No. Z107690541  
Return Receipt Requested  
Florida Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: SOH WOT ENTERPRISES, INC.

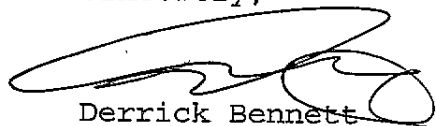
000002781310--4  
-02/19/99--01103--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, the original Designation of Registered Agent, together with our filing fee check in the amount of \$78.75, for filing with your office on the above-referenced Corporation. Please return a certified copy of the Articles to me upon filing.

Thank you for your attention to this matter.

Sincerely,

  
Derrick Bennett

DB:hvs

Enclosures as stated.

FILED  
99 FEB 19 AM 9:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BRUCK FEB 22 1999

ARTICLES OF INCORPORATION  
OF  
SOH WOT ENTERPRISES, INC.

FILED  
99 FEB 19 AM 9:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is SOH WOT ENTERPRISES, INC, hereinafter referred to as the "Corporation".

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Florida Department of State.

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue 6,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street and mailing address of the initial office and the principal office of the Corporation is 6507 Sunset Ave. Panama City Beach, FL 32408, and the registered agent of the Corporation is W. Sean O'Hara, 6507 Sunset Ave., Panama City Beach, FL 323408.

ARTICLE VI- INITIAL BOARD OF DIRECTORS

The Corporation shall have 2 Directors 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 names and addresses of the initial Directors of the Corporation are:

W. Sean O'Hara and Brandon S. Sheffield, 6507 Sunset Ave., Panama City Beach, FL 32408

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is W. Sean O'Hara, 6507 Sunset Ave., Panama City Beach, FL 32408

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.

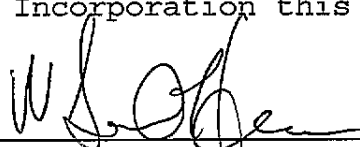
ARTICLE IX - INDEMNIFICATION

The Corporation shall defend, indemnify and hold harmless any member of the Board of Directors or officer of the Corporation, or any former officer or director, who is a party to any threatened or pending suit or proceeding by reason of the fact that he or she is or was a director, officer or agent of the Corporation.

ARTICLE X - AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by a majority vote of the members of the Board of Directors, subject to any limitation by law. The Board of Directors shall adopt Bylaws for the Corporation, which may be modified, amended or altered as allowed under said Bylaws.

IN WITNESS WHEREOF, the undersigned subscriber has hereunto executed these Articles of Incorporation this 17th day of February, 1999.

  
\_\_\_\_\_  
Incorporator: W. Sean O'Hara (SEAL)

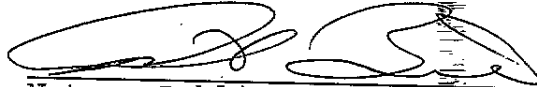
STATE OF FLORIDA  
COUNTY OF BAY

I HEREBY CERTIFY that on this day before me, an officer duly

qualified to take acknowledgements, personally appeared W. Sean O'Hara, who is personally known to me or who produced *W. Sean O'Hara* as identification, and who is known to me to be the person described in and who executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid on this, the 17th day of February, 1999.

DERRICK BENNETT  
Notary Public - State of Florida  
My Commission Expires May 16, 2000  
Commission No. CC 555518

  
Notary Public  
My Commission Expires:  
My Commission Number:

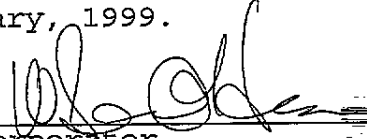
CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT  
UPON WHOM PROCESS MAY BE SERVED

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In compliance with §48.901 and §607.034, Florida Statutes, the following is submitted.

FIRST that SOH WOT ENTERPRISES, INC. desiring to be organized or qualify under the laws of the State of Florida, with its principal place of business at 6507 Sunset Ave., Panama City Beach, FL 32408, has named W. Sean O'Hara located at 6507 Sunset Ave. Panama City, FL 32408, as its agent to accept service of process within Florida.

DATED this 17th day of February, 1999.

  
\_\_\_\_\_  
Incorporator

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

  
\_\_\_\_\_  
Registered Agent  
W. Sean O'Hara