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\*ALSO MEMBER OF  
DISTRICT OF COLUMBIA  
AND MISSOURI BARS

99900054260

June 9, 1999

700002903487--6  
-06/14/99-01097-015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: C&S Enterprises of the Emerald Coast, Inc.

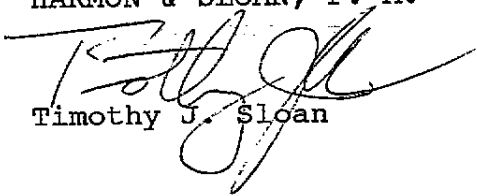
Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation of the above referenced corporation, together with the Acceptance of Registered Agent and a check in the amount of \$78.75 to cover the cost of filing.

At your earliest convenience, please file these Articles and return a certified copy to us. Thank you for your assistance with this matter. If there are any questions, please do not hesitate to call collect.

Sincerely,

HARMON & SLOAN, P. A.

  
Timothy J. Sloan

TJS/da

Enclosures

cc: Steven E. Ashe

**FILED**  
99 JUN 14 PM 12:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION  
OF

C&S ENTERPRISES OF THE EMERALD COAST, INC.

FILED  
99 JUN 14 PM 12:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation pursuant to Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is C&S Enterprises of the Emerald Coast, Inc.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares of capital stock which this Corporation is authorized to issue is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share, which shall be designated "Common Shares."

ARTICLE V - PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of the corporation in the State of Florida is 3201 South Highway 77, Panama City, Florida 32405. The registered agent for this corporation is Steven E. Ashe, whose address is 3100 West 13th Street, Panama City, Florida 32401.

ARTICLE VI - BOARD OF DIRECTORS

The number of directors of the initial Board of Directors of this corporation is one (1). The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is as follows:

STEVEN E. ASHE  
3100 West 13th Street  
Panama City, Florida 32401

ARTICLE VII - INDEMNIFICATION

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

ARTICLE VIII- INCORPORATOR

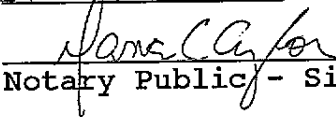
The name of the person signing these Articles is Steven E. Ashe, whose address is 3100 West 13th Street, Panama City, Florida 32401.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 9<sup>th</sup> day of June, 1999.

  
STEVEN E. ASHE  
Incorporator

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing instrument was sworn to, subscribed, and acknowledged before me this 9<sup>th</sup> day of June, 1999, by STEVEN E. ASHE, who is personally known to me or who has produced Florida Drivers License as identification.

  
Notary Public - Signature

 Dana C Aylor  
My Commission CC648398  
Expires May 19, 2001

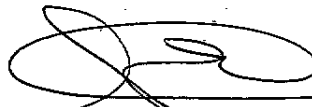
ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

OF

C&S ENTERPRISES OF THE EMERALD COAST, INC.

Having been named to accept service of process for the above-named corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 607 of the Florida Statutes relative to keeping open said office.

Dated as of the 9th day of June, 1999.



STEVEN E. ASHE  
Registered Agent

FILED

99 JUN 14 PM 12:38

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA