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SCOTT R. NABORS  
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456 HARRISON AVENUE  
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June 30, 1999

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

500002922075--8  
-07/02/99-01043-014  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: Panama City Local's, Inc.

Dear Sir or Madam:

Enclosed please find original and one copy of Articles of Incorporation of the above-referenced corporation, and our check in the sum of \$122.50 to cover the following charges:

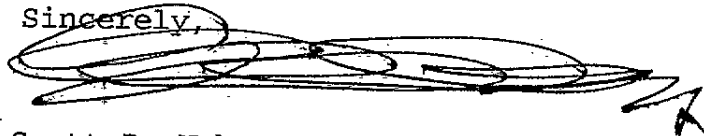
Filing fee	\$35.00
Certified copy of articles	\$52.50
Registered Agent	<u>\$35.00</u>

Total.....\$122.50

Please file the enclosed articles, providing us with a certified copy.

Thank you in advance for your assistance.

Sincerely,



Scott R. Nabors

SRN/ld  
Enclosures: as stated

FILED  
1999 JUL -2 AM 8:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

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ARTICLES OF INCORPORATION  
OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PANAMA CITY LOCAL'S, INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST:

The name of the corporation is Panama City Local's, Inc. The mailing address of the corporation is 1 Emerald Lake Drive, Panama City Beach, Florida 32407.

SECOND:

The corporation is to commence its corporate existence on the date of the filing of these articles with the Florida Department of State, and the period of duration of the corporation is perpetual.

THIRD:

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this state.

FOURTH:

The aggregate number of shares that the corporation shall have the authority to issue is one thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

FIFTH:

The address of its initial registered office is 456 Harrison Avenue, Panama City, Florida 32401, and the name of its initial registered agent at said address is Scott R. Nabors.

SIXTH:

The name and address of the incorporator is as follows:

Donna Davis  
1 Emerald Lake Drive  
Panama City Beach, Florida 32407

SEVENTH:

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the shareholders, such of the shares of the stock of this corporation as may be issued for money, or any property or services, from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

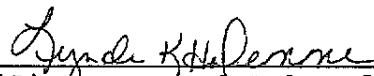
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 28<sup>th</sup> day of JUNE, 1999.



Donna Davis, Incorporator

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing instrument was sworn to before me this 28<sup>th</sup> day of June, 1999, by Donna Davis. She is personally known to me.

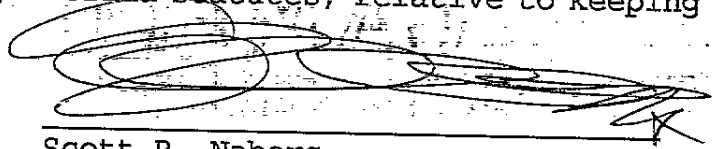


(Signature of Acknowledger)

(Typed or printed name)  
NOTARY PUBLIC  
Certificate No. \_\_\_\_\_

**ACKNOWLEDGMENT BY DESIGNATED AGENT**

Having been named to accept service of process for the above-stated corporation, at the place designated in these articles, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping said office open.

A handwritten signature in dark ink, appearing to read "Scott R. Nabors", is written over a horizontal line.

Scott R. Nabors

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CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA