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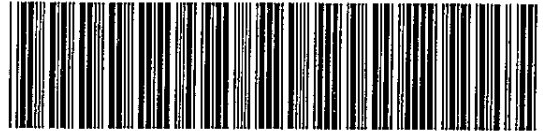
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2004 JUL 19 P 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: BALLOUGH BAY, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: Arthur Kowitz
Name (Printed or typed)

1501 Ridgewood Avenue, Suite 217
Address

Holly Hill, FL 32117
City, State & Zip

(386) 677-7678
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
BALLOUGH BAY, INC.**

2004 JUL 19 P 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

BALLOUGH BAY, INC.

The address of the principal office of this corporation shall be: 1501 Ridgewood Avenue, Suite 217, Holly Hill, FL 32117 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory, or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one point in time is 5000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be: 1501 Ridgewood Avenue, Suite 217, Holly Hill, FL 32117, and the name of the initial registered agent of the corporation at that address is Arthur Kowitz.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have three officers and two directors. The name and street address of the initial officers who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President: Janet Lyons
1808 N Indian River Road
New Smyrna Beach, FL 32169

Vice President: Wanda Kowitz
1501 Ridgewood Avenue, #217
Holly Hill, FL 32117

Secretary/Treasurer: Charles Lyons
1808 N Indian River Road
New Smyrna Beach, FL 32169

Directors: Arthur Kowitz
1501 Ridgewood Avenue, #217
Holly Hill, FL 32117

Charles Lyons
1808 N Indian River Road
New Smyrna Beach, FL 32169

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Arthur Kowitz
1501 Ridgewood Avenue, #217
Holly Hill, FL 32117

IN WITNESS WHEREOF, the undersigned, being the original subscriber of these Articles of Incorporation, for the purpose of forming a corporation under the laws of the State of Florida, does hereby make and file these Articles of Incorporation hereby declaring and certifying that the facts herein are true, and hereunto set my hand and seal this 16 day of July, 2004.

Arthur Kowitz

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First, Ballough Bay, INC., desiring to organize under the laws of the State of Florida with its principle office as indicated in the Articles of Incorporation in the City of Holly Hill, County of Volusia, State of Florida has named Arthur Kowitz, located at 1501 Ridgewood Avenue, Suite 217, Holly Hill, Florida 32117, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office

By: Arthur Kowitz
REGISTERED AGENT

2004 JUL 19 P 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

State of Florida
County of Volusia

The foregoing Articles of Incorporation was acknowledged before me this 16 day of July, 2004, by Arthur Kowitz, who is personally known to me and who did take an oath.

Cheryl M. Craig
Print Name Cheryl Craig
Notary Public State of Florida
My commission expires: