

Handwritten: **PN00004326**

Secretary of State
Division of Corporations
Capitol Building
P.O.Box 6327
Tallahassee, FL 32314

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-01/13/97--01017--007
****131.25 ****131.25

Dear Sirs:

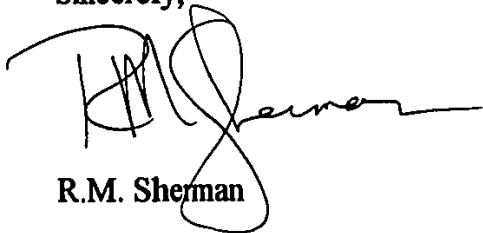
Enclosed please find two (2) copies of the Articles of Incorporation for *Bay Advertising & Graphics, Inc.* and the appointment of a registered agent for filing purposes.

Also enclosed is a check for \$131.25 required for filing fee, certified copy and certificate.

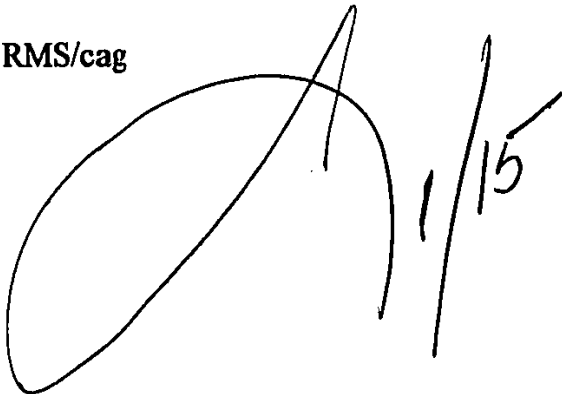
Please return materials to: Bay Advertising & Graphics, Inc.
P.O.Box 9434
Panama City Beach, FL 32417-9434

Thank you for your prompt attention to this matter.

Sincerely,


R.M. Sherman

RMS/cag



FILED
97 JAN 10 PM 3:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION OF
BAY ADVERTISING & GRAPHICS, INC.

FILED
97 JAN 10 PM 3:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation shall be: *Bay Advertising & Graphics, Inc.*

ARTICLE II. DURATION

The period of its duration is indefinite.

ARTICLE III. PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV. SHARES

The corporation is authorized to issue 100 shares, all of one class, at \$100 par value.

ARTICLE V. PRINCIPAL OFFICE

The principal place of business and mailing address for this corporation is:
8317 Front Beach Road
P.O.Box 9434
Panama City Beach, FL 32417-9434

ARTICLE VI. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent and office of this corporation is:

Richard M. Sherman
8317 Front Beach Road
Panama City Beach, FL 32407

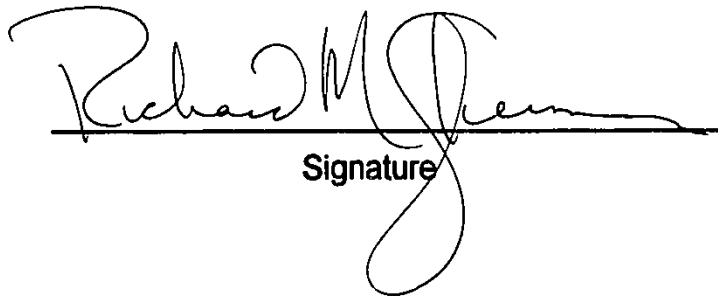
ARTICLE VII. INCORPORATORS

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

Richard M. Sherman
8317 Front Beach Road
Panama City Beach, FL 32407

The undersigned incorporator has executed these Articles of Incorporation this

2nd day of JANUARY, 1997.


Signature

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

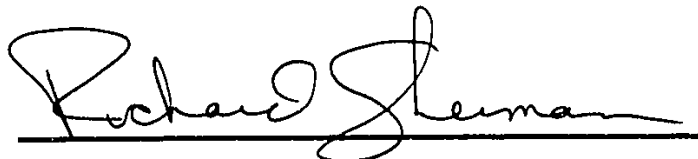
PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is *Bay Advertising & Graphics, Inc.*
2. The name and address of the registered agent and office is:

Richard Sherman
8317 Front Beach Road
Panama City Beach, FL 32407

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Signature

1-2-97

Date