

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
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Bay Pointe Of Hollywood, Inc.

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- Art of Inc. File
- ___ LTD Partnership File
- ___ Foreign Corp. File
- ___ L.C. File
- ___ Fictitious Name File
- ___ Trade/Service Mark
- ___ Merger File
- ___ Art. of Amend. File
- ___ RA Resignation
- ___ Dissolution / Withdrawal
- ___ Annual Report / Reinstatement
- Cert. Copy
- ___ Photo Copy
- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC 1 or 3 File
- ___ UCC 11 Search
- ___ UCC 11 Retrieval
- ___ Courier

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DIVISION OF CORPORATION

Signature _____

Requested by RP

2-6-98

11:00

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

RP
02-06-98

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ARTICLES OF INCORPORATION
OF
BAY POINTE OF HOLLYWOOD, INC.

The undersigned submits these Articles of Incorporation for the purpose of forming a business corporation under and by virtue of the laws of the State of Florida, as contained in Chapter 607 of the Florida Statutes, entitled the "FLORIDA BUSINESS CORPORATION ACT," and to that end sets forth:

ARTICLE ONE

The name of the Corporation is Bay Pointe of Hollywood, Inc.

ARTICLE TWO

The principal place of business and mailing address of this corporation shall be:

6000 Meadowbrook Mall, Suite 8
Clemmons, NC 27012

ARTICLE THREE

The Corporation shall have authority to issue 1,000,000 shares of common stock.

ARTICLE FOUR

The address of the initial registered office of the Corporation is Shear Newman Hahn and Rosenkranz, P.A., Suite 1000, 201 E. Kennedy Boulevard, Tampa, FL 33602, and the name of the initial registered agent at such address is Jeffrey Drew Butt.

ARTICLE FIVE

The name and address of the Incorporator to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
George E. Hollodick	110 South Stratford Road, Suite 500 Winston-Salem, N.C. 27104

ARTICLE SIX

To the fullest extent permitted by applicable law, as it now exists or may hereafter be amended, the Corporation shall indemnify all persons serving as directors of the Corporation against all liability and litigation expense, including but not limited to reasonable attorneys' fees, arising out of their status as such or their activities in the foregoing capacity, regardless of when such status existed or activity occurred and regardless of whether or not they are directors of the

Corporation at the time such indemnification is sought or obtained. Without limiting the generality of the foregoing indemnity, such persons may also recover from the Corporation all reasonable costs, expenses and attorneys' fees in connection with the enforcement of rights to indemnification granted by this Article. The provisions of this Article are in addition to and not in limitation of the power of the Corporation with respect to, and the rights of any director of the Corporation to receive the benefits of, any other or further indemnification, insurance, elimination of liability or other right or benefit which is either required by the FLORIDA BUSINESS CORPORATION ACT or permitted thereby and duly adopted by the Corporation in accordance therewith.

ARTICLE SIX

To the fullest extent permitted by applicable law, as it now exists or may hereafter be amended, no director of the Corporation shall have any personal liability arising out of any action, whether by or in the right of the Corporation or otherwise, for monetary damages for breach of his or her duty as a director. This Article shall not impair any right to receive indemnity or insurance from the Corporation or any third party which any director may now or hereafter have. Any repeal or modification of this Article shall not impair or otherwise adversely affect any limitation on, or elimination of, the personal liability of a director effected hereby with respect to acts or omissions occurring prior to such repeal or modification.

IN WITNESS WHEREOF, I have set my hand, this 4 day of February, 1998.

INCORPORATOR:



George E. Hollodick

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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 POINTE OF HOLLYWOOD, INC.

2. The name and address of the registered agent and office is:
JEFFREY DREW BUTT C/O SHEAR NEWMAN HAHN AND ROSENKRANZ, P.A.
(Name)
201 E. KENNEDY BOULEVARD, SUITE 1000
(P.O. Box [NO] acceptable)
TAMPA, FL 33602
(City/State/Zip)

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 Jeffrey Drew Butt
DATE 2/4/98

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

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