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FILED

00 JAN -3 PM 2:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIA CERTIFIED MAIL
No. Z 397-516-648
Return Receipt Requested

EFFECTIVE DATE
01/01/00

MEMORANDUM

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*****70.00 *****70.00

TO: Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FROM: Linda Topping, Legal Assistant

DATE: December 30, 1999

RE: Bay Lake Express, Inc.
(Earl Johns)
Our File No. 99-10123

Enclosed are the following in connection with the incorporation of the captioned:

1. Articles of Incorporation (original and one copy)
2. \$70.00 check for filing fee

Please file the Articles of Incorporation noting the effective date of and return a "file stamped" copy of the Articles of Incorporation to this office.

Enclosures
cc: Client

ARTICLES OF INCORPORATION
of
BAY LAKE EXPRESS, INC.

FILED
00 JAN -3 PM 2: 08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

01/01/00

The undersigned natural person(s) of legal age, acting as incorporator(s) under the provisions of Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

ARTICLE I

Name

The name and address of this corporation shall be: BAY LAKE EXPRESS, INC. 12055 Bay Lake Road, Groveland, FL 34736

ARTICLE II

Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III

Stock

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 10,000 shares of common stock each with a par value of \$1.00.

ARTICLE IV

Subscribers, Incorporators & Directors

The name and address of the Subscriber and Incorporator are:

NAME ADDRESS

EARL A. JOHNS

12055 Bay Lake Road
Groveland, FL 34736

The names and addresses of the Director(s) is/are:

NAME ADDRESS

EARL A. JOHNS

12055 Bay Lake Road
Groveland, FL 34736

ARTICLE V
Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

ARTICLE VI
Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the corporation; or
- (d) Dissolution of the corporation.

ARTICLE VII
Term of Existence

This corporation shall exist perpetually.

ARTICLE VIII
Directors

A. The business of the corporation shall be managed initially by a board of one (1) director. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE IX

Effective Date

The date that corporate existence shall begin shall be January 1, 2000. This election is pursuant to Florida Statute 607.0123.

ARTICLE X

Registered Office and Registered Agent

The address of the initial registered office of this corporation is 700 Almond Street, Clermont, FL 34711. The name of the Registered Agent of this corporation is Richard H. Langley at the above office address.

ARTICLE XI

Bylaws

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this December 28, 1999.

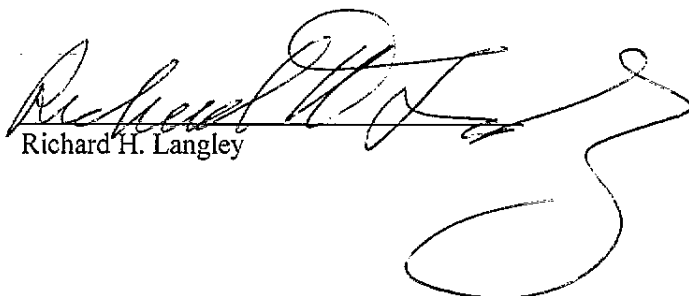


Earl A. Johns

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

I hereby accept to act as initial Registered Agent for BAY LAKE EXPRESS, INC., as stated in these Articles of Incorporation.

Dated: December 28th, 1999



Richard H. Langley

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00 JAN -3 PM 2:09
TALLAHASSEE, FLORIDA