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ACCOUNT NO. : 072100000032
REFERENCE : 563450 7120823
AUTHORIZATION : Patricia Pizzuto
COST LIMIT : \$ 78.75

ORDER DATE : January 25, 2000
ORDER TIME : 11:13 AM
ORDER NO. : 563450-005
CUSTOMER NO: 7120823

600003110096--3

CUSTOMER: Ms. Cynthia L. Rentz
STRAKA & ASSOCIATES
STRAKA & ASSOCIATES
405-f Atlantis Road
Cape Canaveral, FL 32920

DOMESTIC FILING

NAME: BAILEY'S RUN, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini
EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 25 PM 3:14

RECEIVED
00 JAN 25 10:08
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE
FLORIDA

**ARTICLES OF INCORPORATION
OF
BAILEY'S RUN, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 25 PM 3:14

ARTICLE I – NAME

The name of this corporation is: **BAILEY'S RUN, INC.**

ARTICLE II – INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the initial principal place of business and the initial mailing address of the corporation is:

405-F Atlantis Road, Cape Canaveral, Florida 32920.

ARTICLE III – AUTHORIZED SHARES

The maximum number of shares of stock that the corporation is authorized to issue is one thousand (1,000) shares, all of which shall be common shares having a par value of one dollar (\$1.00) per share.

ARTICLE IV – INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 405-F Atlantis Road, Cape Canaveral, Florida 32920, and the initial registered agent of this corporation at that address is Christopher J. Straka.

ARTICLE V – INCORPORATOR

The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Christopher J. Straka	405-F Atlantis Road Cape Canaveral, Florida 32920

ARTICLE VI – INITIAL BOARD OF DIRECTORS

The name and street address of the members of this corporation's initial Board of Directors are as follows:

NAME

ADDRESS

Christopher J. Straka

405-F Atlantis Road
Cape Canaveral, Florida 32920

ARTICLE VI – VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all purposes shall be vested exclusively in the holders of the outstanding Common Shares.

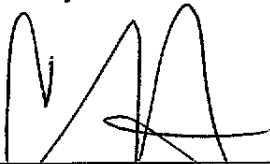
ARTICLE VIII – PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind as that which he already holds, shall have the right to purchase his pro rata shares thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX – INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument this 21st day of January, 2000.



Christopher J. Straka

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

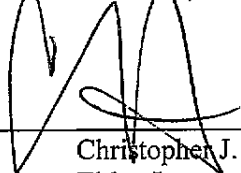
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 25 PM 3:14

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 agent in the State of Florida.

1. The name of the corporation is: **BAILEY'S RUN, INC.**
2. The name and address of the registered agent and office is:

Christopher J. Straka
405-F Atlantis Road
Cape Canaveral, Florida 32920

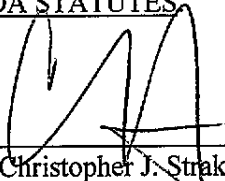
BAILEY'S RUN, INC.



Christopher J. Straka
Title: Incorporator

DATED this 21st day of January, 2000.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF HIS DUTIES, AND ACCEPTS THE DUTIES AND OBLIGATIONS OF HIS POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.



Christopher J. Straka

DATED this 21st day of January, 2000.