

LAW OFFICES OF  
**CHIUMENTO, BRAUNSTEIN & EMERY, P.A.**

Michael D. Chiumento  
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PO00000010803

January 20, 2000

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-01/26/00--01060--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Bay Communities Real Estate, Inc.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation concerning Bay Communities Real Estate, Inc., together with our firm's check in the amount of \$78.75 representing your filing fee. If all is in order, kindly file the Articles and return a certified copy of same to the undersigned.

If you have any questions, please do not hesitate to call.

Sincerely,



Richard Braunstein

RB:kd  
encl.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JAN 26 AM 11:01

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JAN 26 AM 11:01

ARTICLES OF INCORPORATION

of

BAY COMMUNITIES REAL ESTATE, INC.

The undersigned incorporator of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

BAY COMMUNITIES REAL ESTATE, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to operate a real estate brokerage, development, construction, management and related services and businesses; and to engage in every and any aspect and phase of any and every lawful business, including, but not limited to, the following activities:

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To loan money, to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and whole owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

### ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares of common stock with a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors. There shall be no other class of stock. The incorporators may, by contract, restrict the alienability of this stock. An endorsement shall be made upon each certificate of stock indicating the existence of such contract.

### ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

### ARTICLE V. ADDRESS

The street address of the initial principal office of this corporation in the State of Florida is 21 Old Kings Road North , Suite B101, Palm Coast, Florida 32137. The initial mailing address of this corporation is 21 Old Kings Road North, Suite B101, Palm Coast, Florida 32137. The Board of Directors may, from time to time, move the principal office or mailing address to any other addresses in Florida.

### ARTICLE VI. DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by the Bylaws adopted by the stockholders.

ARTICLE VII. INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
VALERIE KAAH	646 Osprey Point Circle Boca Raton, FL 33431
WILLIAM HARKINS	21 Old Kings Road North Suite B101 Palm Coast, FL 32137

ARTICLE VIII. INCORPORATORS

The name and post office address of each incorporator of these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Michael D. Chiumento	4 Old Kings Road North, Suite B Palm Coast, FL 32137

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X. REGISTERED AGENT AND OFFICE

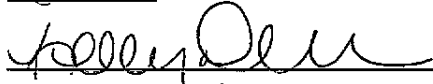
The registered agent and office for this corporation shall be Michael D. Chiumento, Esquire, 4 Old Kings Road North, Suite B, Palm Coast, Florida 32137, to accept service of process within this State as to this corporation. The Registered Agent and office of the Corporation may be changed by the Corporation at anytime in accordance with the provisions of Florida law.


  
MICHAEL D. CHIUMENTO

STATE OF FLORIDA  
COUNTY OF FLAGLER

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared MICHAEL D. CHIUMENTO, to me personally known to be the person described as incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation. Declarant produced \_\_\_\_\_ as identification and did not take an oath.

WITNESS my hand and official seal in the County and State named above this 21st day of Jan., 2000.

  
Notary Public  
My commission expires:


 Kelly Devore  
My Commission CC799157  
Expires December 23 2002

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED


FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JAN 26 AM 11:01

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST: THAT BAY COMMUNITIES REAL ESTATE, INC., DESIRING TO  
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH  
ITS PRINCIPAL PLACE OF BUSINESS AT 21 OLD KINGS ROAD NORTH, SUITE  
B101, PALM COAST, FLORIDA 32137, HAS NAMED MICHAEL D. CHIUMENTO,  
ESQUIRE, 4 OLD KINGS ROAD NORTH, SUITE B, STATE OF FLORIDA, 32137  
AS ITS REGISTERED AGENT AND OFFICER TO ACCEPT SERVICE OF PROCESS  
WITHIN FLORIDA.

  
MICHAEL D. CHIUMENTO  
DATE: 1/21, 2000

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

  
MICHAEL D. CHIUMENTO  
REGISTERED AGENT  
DATE: 1/21, 2000