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REFERENCE : 689063 80827A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 11 PM 3:35

ORDER DATE : May 8, 2000

ORDER TIME : 1:51 PM

ORDER NO. : 689063-005

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-05/12/00--01004--002

*****78.75 *****78.75

CUSTOMER NO: 80827A

CUSTOMER: Christian B. Felden, Esq
FELDEN & FELDEN
FELDEN & FELDEN
Suite 416
3838 Tamiami Trail North
Naples, FL 34103

DOMESTIC FILING

NAME: BAR MAR DEVELOPERS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 MAY 11 PM 3:13

RECEIVED

5/12/00

ARTICLES OF INCORPORATION

00 MAY 11 PM 3: 35

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

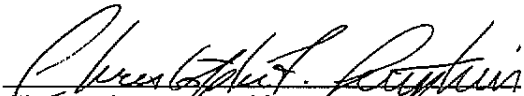
1. The name of the corporation is **BAR MAR DEVELOPERS, INC.**
2. The address of the corporation is 8270 Bay Colony Drive, #104, Naples, Florida 34108.
3. The period of its duration is perpetual.
4. The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and the State of Florida.
5. The corporation shall have authority to issue seventy-five hundred shares, all of one class, one dollar par value.
6. The address of its initial registered office is 3838 Tamiami Trail North, Suite 416, Naples, Florida 34103 and the name of its initial registered agent at said address is Christian B. Felden.
7. The initial Board of Directors shall consist of three (3) members, who need not be residents of the State of Florida or shareholders of the corporation.
8. The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

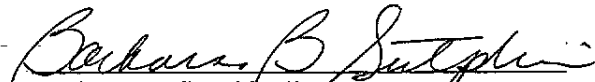
Christopher F. Sutphin, 8720 Bay Colony Drive, #104, Naples, Florida 34108
Barbara B. Sutphin, 8720 Bay Colony Drive, #104, Naples, Florida 34108
Carmen S. Cali, 5751 Copper Leaf Lane, Naples, Florida 34116
Maryellen Cali, 5751 Copper Leaf Lane, Naples, Florida 34116
9. The names and addresses of the initial incorporators are as follows

Christopher F. Sutphin, 8720 Bay Colony Drive, #104, Naples, Florida 34108
Barbara B. Sutphin, 8720 Bay Colony Drive, #104, Naples, Florida 34108
Carmen S. Cali, 5751 Copper Leaf Lane, Naples, Florida 34116
Maryellen Cali, 5751 Copper Leaf Lane, Naples, Florida 34116
10. The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholder's meeting, with not less than a majority vote of the common stock.


11. The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions as shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned have made and subscribed of these Articles of Incorporation at Naples, Collier County, Florida on the 19th day of April, 2000.


Christopher F. Sutphin, Incorporator


Barbara B. Sutphin, Incorporator


Carmen S. Cali, Incorporator

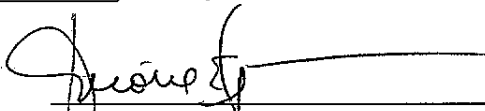

Maryellen Cali, Incorporator

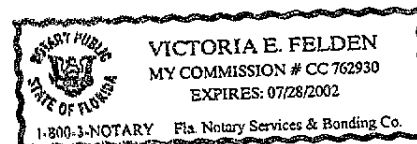
STATE OF FLORIDA
COUNTY OF COLLIER

BEFORE ME, the undersigned authority personally appeared Christopher F. Sutphin, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal in the aforesaid State and County, this 19th day of April, 2000.

S-315-106-36-208-0
Type of Identification Provided
or personally known


NOTARY PUBLIC
Type Name: VICTORIA E. FELDEN
My Commission Expires:



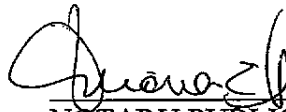
STATE OF FLORIDA
COUNTY OF COLLIER

BEFORE ME, the undersigned authority personally appeared Barbara B. Sutphin, who is to me well known to be the persons described in and who subscribed the above Articles of Incorporation, and she freely and voluntarily acknowledged before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal in the aforesaid State and County, this 19th day of April, 2000.

S-315-062-45-675-0

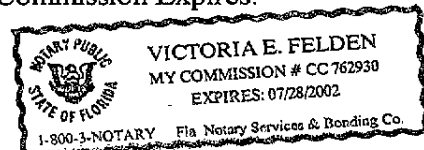
Type of Identification Provided
or personally known



NOTARY PUBLIC

Type Name: VICTORIA E. FELDEN

My Commission Expires:



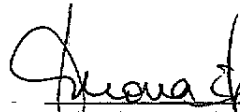
STATE OF FLORIDA
COUNTY OF COLLIER

BEFORE ME, the undersigned authority personally appeared Carmen S. Cali, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and she freely and voluntarily acknowledged before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal in the aforesaid State and County, this 19th day of April, 2000.

C-400-100-52-654-0

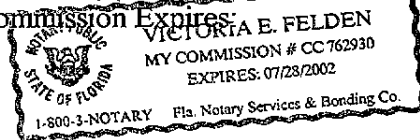
Type of Identification Provided
or personally known



NOTARY PUBLIC

Type Name: VICTORIA E. FELDEN

My Commission Expires:



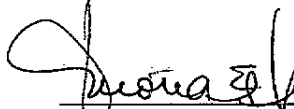
STATE OF FLORIDA
COUNTY OF COLLIER

BEFORE ME, the undersigned authority personally appeared Maryellen Cali, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and she freely and voluntarily acknowledged before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

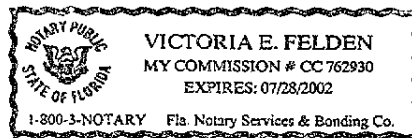
IN WITNESS WHEREOF, I have hereunto set my hand and my official seal in the aforesaid
State and County, this 19th day of April, 2000.

C-400-540-54-822-0

Type of Identification Provided
or personally known



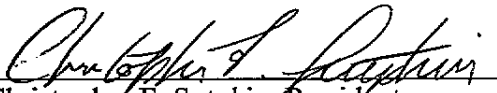
NOTARY PUBLIC
Type Name: VICTORIA E. FELDEN
My Commission Expires:




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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That Christopher F. Sutphin, President, of Bar Mar Developers, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Naples, State of Florida, has named Christian B. Felden, 3838 Tamiami Trail North, Suite 416, Naples, Florida 34103, as its agent to accept Service of Process within Florida.


Christopher F. Sutphin, President

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.


Christian B. Felden
Registered Agent

DATED this 19th day of April, 2000.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 11 PM 3:35