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J. Jerome Miller
Toni L. Craig

FILED
00 JUN 26 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 22, 2000

Secretary of State
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

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-06/26/00--01154--017
*****78.75 *****78.75

Re: Bayfront Technologies, Inc.

To Whom It May Concern:

Enclosed herewith please find the original and one copy of the executed Articles of Incorporation, as well as the Acceptance of registered agent, for filing in regard to the above-referenced corporation. Also enclosed is a check in the amount of \$78.75 to cover the fee in this respect. Upon filing, please return one copy of the Articles in the envelope provided.

Thank you for your assistance in this matter. If you should have any questions, please do not hesitate to contact me.

Sincerely,


J. JEROME MILLER
Attorney at Law

JJM/dh
Enclosures (as stated)

8/6/29

ARTICLES OF INCORPORATION
OF
BAYFRONT TECHNOLOGIES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this Corporation is Bayfront Technologies, Inc.

ARTICLE II
DURATION

This Corporation shall have perpetual existence.

ARTICLE III
PURPOSE

This Corporation is initially organized for the operation of any or all lawful business purposes for which corporations may be incorporated under Chapter 607 of the Florida Statutes. This Corporation shall have all corporate powers enumerated in said Chapter 607.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue 2500 shares of \$1.00 par value common stock, which shall be designated "common shares".

ARTICLE V

PRE-EMPTIVE RIGHTS

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

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 165 Lanman Road, Niceville, Florida 32578 and the initial registered agent of this Corporation at that address is Ronald David Maloyed.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This Corporation shall have at least one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this Corporation is:

Ronald David Maloyed

ARTICLE VIII

PRINCIPAL OFFICE

The principal office and mailing address of this Corporation is 165 Lanman Road, Niceville, Florida 32578.

ARTICLE IX

INCORPORATOR

The name and address of the person signing these Articles is:

Ronald David Maloyed

ARTICLE X

INDEMNIFICATION

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

ARTICLE XI

ACTION BY DIRECTORS OR SHAREHOLDERS WITHOUT A MEETING

The directors or shareholders of this Corporation may take action by written consent as provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this the 12th day of June, 2000.

Ronald David Maloyed
RONALD DAVID MALOYED

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to take acknowledgements personally appeared RONALD DAVID MALOYED, who is the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this the 12th day of June, 2000.

Donna D. Householder
NOTARY PUBLIC



Personally Known _____ OR Produced Identification
Type of Identification Produced FLDL M430-724-62-164-0

FILED
00 JUN 26 AM 9 13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE

I hereby am familiar with and accept the duties and responsibilities as registered agent for BAYFRONT TECHNOLOGIES, INC.

Ronald David Maloyed
RONALD DAVID MALOYED

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to take acknowledgements personally appeared RONALD DAVID MALOYED, who is the person who executed the foregoing Acceptance and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this the 12th day of June, 2000.

Donna D. Householder
NOTARY PUBLIC



Personally Known _____ OR Produced Identification
Type of Identification Produced FL DL M430-724-62-1640