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From: Account Name : MACFARLANE FERGUSON & MCMULLEN (CLEARWATER)
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Barefoot Bay Resort, Inc.

Certificate of Status	1
Certified Copy	0
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Corporate Filing

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ARTICLES OF INCORPORATION
OF
BAREFOOT BAY RESORT, INC.

FILED
00 JUL 19 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of this corporation is: BAREFOOT BAY RESORT, INC.

ARTICLE II

Duration

The term of existence of this corporation shall be perpetual.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 7,500 shares at One (\$1.00) Dollar par value common stock, which shall be designated "common shares". The consideration to be paid for each share shall

Prepared by: J. Paul Raymond, Esq.
P. O. Box 1669
Clearwater, FL 33757
(727) 441-8966
Fla. Bar No. 169268

be fixed by the Board of Directors. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

ARTICLE V

Preemptive Rights

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

ARTICLE VI

Principal Office and Registered Agent

The street address of the principal office of this corporation is 625 Court Street, Suite 200, Clearwater, FL 33756, and the name of the initial registered agent of this corporation at that address is J. Paul Raymond.

ARTICLE VII

Initial Board of Directors and Officers

This corporation shall have two (2) director(s) and/or officer(s) initially. The number of directors and/or officers may

be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Robert H. Cole, Jr.	636 Mandalay Avenue Clearwater, FL 33767	Pres/Treas/Director
Sandra K. Cole	636 Mandalay Avenue Clearwater, FL 33767	V.Pres/Secy/Director

ARTICLE VIII

Incorporators

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

<u>Name</u>	<u>Address</u>
J. Paul Raymond	625 Court Street Suite 200 Clearwater, FL 33756

ARTICLE IX

By-Laws

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

Shareholder Quorum and Voting

Fifty-one (51%) percent of the shares entitled to vote,

represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one (51%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI

Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

ARTICLE XII

Indemnification

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

ARTICLE XIII

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

MACFARLANE FERGUSON

727 442 8470

07/19 '00 09:36 NO.654 06/07

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IN WITNESS WHEREOF, the undersigned Incorporator has
executed these Articles of Incorporation this 19th day of July,
2000.




J. Paul Raymond
Incorporator

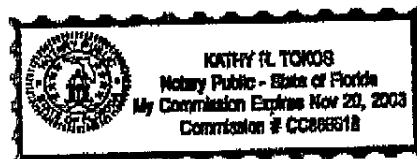
STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared
before me, an officer duly authorized to administer oaths and take
acknowledgments, J. PAUL RAYMOND, to me personally known to be the
individual described in and who executed the foregoing instrument
or who has produced N/A as identification and who did take an oath
and he acknowledged before me that he executed the same for the
purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said
County and State, this 19th day of July, 2000.



Print Name
Notary Public
My Commission Expires:



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First -- That BAREFOOT BAY RESORT, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Clearwater, County of Pinellas, State of Florida, has named J. PAUL RAYMOND located at 625 Court Street, Suite 200, Clearwater, Pinellas County, Florida 33756, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


J. PAUL RAYMOND
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUL 19 PM 12:00

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