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August 7, 2000

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****122.50 *****78.75

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

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****122.50 *****78.75
VOTED

Re: Bay Interiors, Inc.

Dear Sir or Madam:

Please find enclosed the following documents for forming a new corporation for the above referenced name:

1. Original and one copy of the Articles of Incorporation.
2. Original Certificate of Designation of Registered Agent/Registered Office.
3. Check in the amount of \$122.50 which represents payment of the filing fee of said incorporation.

Thank you for your attention to this matter. If you have any questions, please feel free to give us a call.

Sincerely,

Donna Stolsworth

Donna R. Stolsworth
Legal Assistant to J. LaDon Dewrell

EFFECTIVE DATE
8-7-00

/drs
Enclosures

FILED
00 AUG -9 AM 11:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

T BROWN AUG 15 2000

EFFECTIVE DATE

8-7-00

ARTICLES OF INCORPORATION

OF

BAY INTERIORS, INC.

FILED

00 AUG -9 AM 11:41

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is Bay Interiors, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III - CORPORATE PURPOSE AND POWERS

This corporation is initially organized for the transaction of any or all lawful business 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 maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1000) shares of common stock having a nominal value or par value of One Dollar (\$1.00) per share, which such stock shall have the entire voting power of the corporation. Stock shall be issued under Section 1244 of the Internal Revenue Code.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the principal office of this corporation is 9970 U. S. Highway 98 West, Destin, Florida 32541. The initial registered agent at this address is Charles L. Dewrell.

ARTICLE VI - DIRECTORS

The corporation shall have a board of directors consisting of not less than one (1) nor more than five (5) directors. The initial board of directors shall consist of the following

person(s):

Charles L. Dewrell 143 Linstew Drive
Fort Walton Beach, Florida 32548

Marda V. Logsdon 207 Yacht Club Drive
Niceville, Florida 32578

ARTICLE VI - INCORPORATORS

The name and address of the person signing these articles are:

Charles L. Dewrell 143 Linstew Drive
Fort Walton Beach, Florida 32548

Marda V. Logsdon 207 Yacht Club Drive
Niceville, Florida 32578

ARTICLE VII - BY LAWS

The power to adopt, alter, amend or repeal the by-laws of this corporation shall be vested in the board of directors and shareholders.

ARTICLE VIII - AMENDMENT

These Articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by vote of 51% of the stock entitled to vote thereon. Any action of the stockholders may be taken without a meeting or consent in writing setting forth the action so taken, shall be signed by all persons who would be entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records.

ARTICLE IX - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash 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 X - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite his names:

Charles L. Dewrell
Marda V. Logsdon

510 Shares
490 Shares

Shares of capital stock of this corporation may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholder or to this corporation. The price and terms at which and the time within which those shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

IN WITNESS WHEREOF, we, the undersigned, being the original subscribers to the capital stock hereinbefore named, have hereunto set our hand and seal this 7th day of August, 2000, for the purpose of forming this corporation to do business both within and without the State of Florida and pursuant to the corporation laws of the State of Florida, do make and file in the office of the Secretary of State of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.

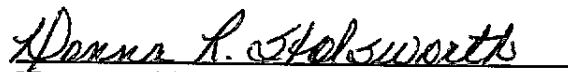

CHARLES L. DEWRELL


MARDA V. LOGSDON

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 7th day of August, 2000, by Charles L. Dewrell and Marda V. Logsdon, who are personally known to me and who did not take an oath.

WITNESS my hand and official seal in the State and County aforesaid this 7th day of August, 2000.


Notary Public
(Seal)



To: The Secretary of State of
The State of Florida

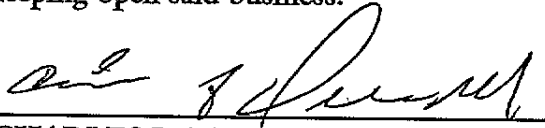
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

FILED
00 AUG -9 AM 11:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

That Bay Interiors, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in Articles of Incorporation at 9970 U. S. Highway 98 West, Destin, Florida 32541, has named Charles L. Dewrell, at that address, as its agent to accept service of process within the State of Florida.

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 business.



CHARLES L. DEWRELL
Registered Agent

Dated: August 7, 2000