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Florida Department of State
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To:

Division of Corporations
Fax Number : (850)922-4001

From:

Account Name : CAPITAL CONNECTION, INC.
Account Number : I20000000257
Phone : (850)224-8870
Fax Number : (850)222-1222

FLORIDA PROFIT CORPORATION OR P.A.

GRAND BAY PROPERTIES, INC.

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GRAND BAY PROPERTIES, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **GRAND BAY PROPERTIES, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is **137 Shore Drive, Palm Harbor, FL 34683.**

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is four (4) shares having no par value.

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ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Michael C. Zito, Esq., 264 Loggerhead Drive, Melbourne Beach, FL 32951.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is President: John Azara, Vice-President: John Prettyman, Secretary: Margaret Prettyman, Treasurer: Bunny Macaroni, 137 Shore Drive, Palm Harbor, FL 34683,

ARTICLE VII: SPECIAL PROVISION

It is the intent of the incorporator and directors that the corporation qualify under Section 1244 of the Internal Revenue Code and that the corporation file as a Sub S Corporation. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

The undersigned has executed these Articles of Incorporation this 27th day of February 2001.

"Capital Connection, Inc. by Stacey Leggett, Client Representative"

Stacey Leggett

CAPITAL CONNECTION
FEB 26-2001 10:03 AM

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CAPITAL CONNECTION

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02/14 '01 10:24 NO. 113 06/06

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

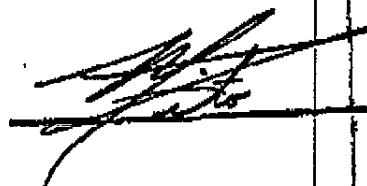
Pursuant to the provisions of section 687.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: GRAND BAY Properties, INC.

2. The name and street address of the registered agent and office is: Michael C. Zito, Esq.

264 Loggerhead Drive
McL Bourns Beach, FL 32951

HAVE BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



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=> CAPITAL CONNECTION .TEL=850 222 1222

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