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October 22, 2001

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-10/24/01--01040--018
*****78.75 *****78.75

RE: Sunset Bay Club, Inc.

Dear Madam Secretary:

Enclosed for filing please find an original and two copies of the Articles of Incorporation for Sunset Bay Club, Inc., along with our check in the amount of \$78.75, to cover the filing and certified copy fees. Please return a certified copy of the Articles to our office.

Thank you for your assistance in this matter.

Sincerely,

Gerald Figurski
GERALD A. FIGURSKI

GAF/mjp
Enclosures

2001 OCT 24 PM 1:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

10/25/01

ARTICLES OF INCORPORATION

OF

SUNSET BAY CLUB, INC.

2001 OCT 24 PM 1:02

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber is organizing a corporation for profit pursuant to the Statutes of the State providing for the formation, liabilities, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be **SUNSET BAY CLUB, INC.**, and the principal place of business of said corporation shall be 8517 South Park Circle, Suite 210, Orlando, Florida 32819.

ARTICLE II

The registered office of said corporation shall be in Orange County, Florida, which address shall be 8517 South Park Circle, Suite 210, Orlando, Florida 32819, and JOANNA F. BROOKS, is hereby designated as the Registered Agent for service of process for said corporation at said address.

ARTICLE III

The purpose of the corporation is to engage in any activities or business permitted under the laws of the State of Florida or the United States.

ARTICLE IV

This corporation shall be authorized to issue Five Thousand Dollars (\$5,000.00) in stock as follows:

Common Stock	\$1.00 par value \$1.00 per share A total of 5,000 shares
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Preferred Stock	No Preferred Stock
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ARTICLE V

The corporation shall begin business with a paid in capital of Five Hundred and no/100 Dollars (\$500.00), which may be in cash or the equivalent value in property.

ARTICLE VI

The corporation shall have a perpetual existence unless dissolved according to law.

ARTICLE VII

The number of directors of this corporation initially shall be two (2); however, this number may be changed from time to time by lawful amendment of the By-Laws provided each number shall not be more than nine (9) and less than one (1).

ARTICLE VIII

The name and address of the organizer and the first Board of Directors, who, subject to the provisions of this Certificate of Incorporation, the By-Laws of the corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified are as follows:

<u>Name</u>	<u>Address</u>	<u>Title</u>
PATRICK B. KIRKLAND	4360 Chamblee Dunwoody Road Suite 407 Atlanta, Georgia 30341	Director
LAUREL WOOD KIRKLAND	4360 Chamblee Dunwoody Road Suite 407 Atlanta, Georgia 30341	Director

ARTICLE IX

The number of shares of common stock subscribed to by the said corporation are as follows:

<u>Name</u>	<u>Shares</u>
PATRICK B. KIRKLAND	50 Shares
LAUREL WOOD KIRKLAND	50 Shares

ARTICLE X

The corporation shall have a lien on all shares of stock in an amount equal to any debts that a stockholder may owe the corporation.

No transfer of stock shall be valid or binding until the transfer has been duly recorded and entered upon the corporate books.

The power to amend the Certification of Incorporation shall be vested in the Board of Directors, but such amendment shall not become effective until and unless approved by a majority of the stockholders.

IN WITNESS WHEREOF, the undersigned organizer and incorporator has hereunto set his hand and seal this 1st day of October, 2001, for the purpose of forming this corporation under the laws of the State of Florida, and hereby make and file this Certificate of Incorporation in the Office of the Secretary of State of Florida and certify that the facts therein are true.

Witnesses:



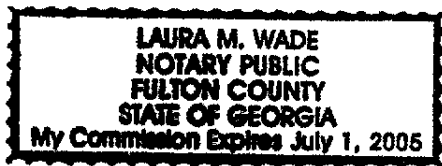
Courtney P. Markes



PATRICK B. KIRKLAND

STATE OF GEORGIA
COUNTY OF Fulton

The foregoing Articles of Incorporation was acknowledged before me this 1st
day of October, 2001, by PATRICK B. KIRKLAND, who is personally known to
me or has produced _____ as identification and who did
take an oath.



[Signature]
Notary Signature
Laura M. Wade
Name of Notary Printed

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
PROVISION OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

Dated: Oct. 1st, 2001

[Signature]
JOANNA F. BROOKS
Registered Agent

FILED
2001 OCT 24 PM 1:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA