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FIGURSKI & HARRILL

ATTORNEYS AT LAW

THE HOLIDAY TOWER
2435 U.S. HIGHWAY 19 SUITE 350
HOLIDAY, FLORIDA 34691

GERALD A. FIGURSKI, P.A.
J. BEN HARRILL, P.A.
SHELLY MAY JOHNSON

TELEPHONE: (727) 942-0733
FAX: (727) 944-3711
EMAIL: law@figurskiharrill.com

February 18, 2002

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*****78.75 *****78.75

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

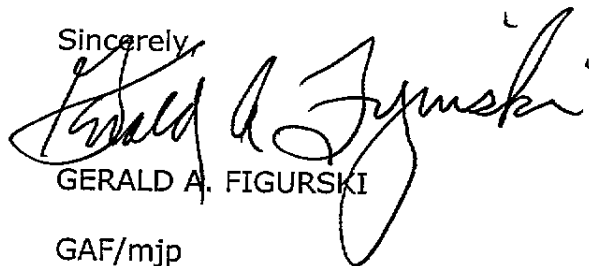
RE: Dolphin Bay Club, Inc.

Dear Madam Secretary:

Enclosed for filing please find an original and two copies of the Articles of Incorporation for Dolphin 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 A. FIGURSKI

GAF/mjp
Enclosures

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02 FEB 25 PM 3:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

WHITE FEB 27 2002

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ARTICLES OF INCORPORATION**OF****DOLPHIN BAY CLUB, INC.**

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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 **DOLPHIN 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
Preferred Stock	No Preferred Stock

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
JOANNA F. BROOKS	8517 South Park Circle, Suite 210 Orlando, Florida 32819	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	51 Shares
LAUREL WOOD KIRKLAND	49 Shares

ARTICLE X

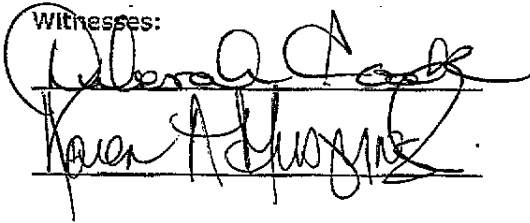
The corporation shall have a lien on all shares of stock in an amount equal to any debts that a stockholder may owe the corporation.

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 5th day of Feb., 2002, 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.

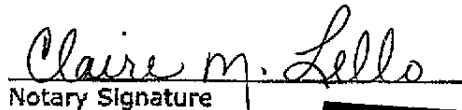
Witnesses:



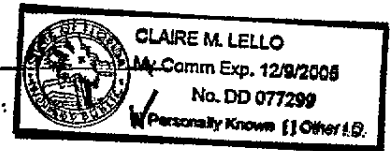

PATRICK B. KIRKLAND

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing Articles of Incorporation was acknowledged before me this 5th day of February, 2002, by PATRICK B. KIRKLAND, who is personally known to me or has produced _____ as identification and who did take an oath.

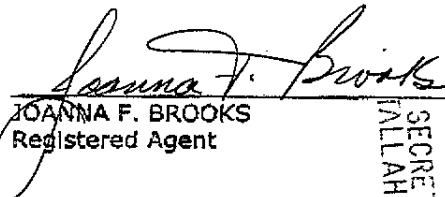

Notary Signature

CLAIRE M. LELLO
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: February 5, 2002


JOANNA F. BROOKS
Registered Agent

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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