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ANDREW E. PASTOR, ESQ.

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

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Bayline Assets Management, Inc.

Sir/Madam:

Please find enclosed:

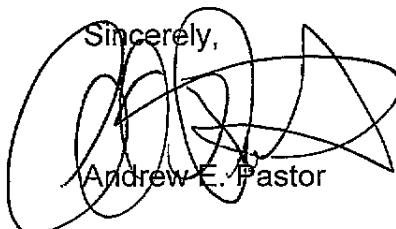
1. the original and one (1) copy of Articles of Incorporation for Bayline Assets Management, Inc.; and
2. our Check #1213 in the amount of \$78.75.

Kindly file the enclosed Articles of Incorporation, returning to me a copy of the filed Articles and a Certificate of Status.

Feel free to call me if you have any questions.

Thank you.

Sincerely,


Andrew E. Pastor

AEP:jrt
Enclosures

FILED
2002 MAR 25 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SMITH APR 01 2002

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ARTICLES OF INCORPORATION

In Compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

Article I - Name

The name of the Corporation shall be:

Bayline Assets Management, Inc.

Article II – Principal Office

The principal place of business of business/mailling address is:

6130 Bayline Drive
Panama City, Florida 32404

Article III – Purpose

The purpose for which the Corporation is organized is:

The Corporation is organized to conduct any and all lawful business.

Article IV - Shares

The number of shares of stock is:

500

Par Value per Share is \$.01

Article V – Initial Officers/Directors

The names and addresses:

Marcus Mussa; President
6130 Bayline Drive
Panama City, Florida 32404

Article VI – Registered Agent

The name and Florida street address of the registered agent is:

Andrew E. Pastor, Esq.
11380 Prosperity Farms Road, Suite 101
Palm Beach Gardens, FL 33410

Article VII - INCORPORATOR

Vincent Pic-Paris
6130 Bayline Drive
Panama City, Florida 32404

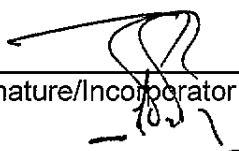
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TALLAHASSEE, FLORIDA

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent

3/21/02
Date



Signature/Incorporator

3/21/02
Date

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TALLAHASSEE, FLORIDA