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FLORIDA PROFIT CORPORATION OR P.A.

Bayview Properties, Inc.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 23, 2002

DELOACH & HOFSTRA

SUBJECT: BAYVIEW PROPERTIES OF FLORIDA, INC.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BAYVIEW DEVELOPMENT OF PINELLAS, INC.

The undersigned, acting as incorporator to these Articles of Incorporation, hereby associates himself to form a corporation under the laws of the State of Florida.

ARTICLE I
NAME AND ADDRESS

The name of the corporation is: BAYVIEW DEVELOPMENT OF PINELLAS, INC. The physical address of the corporation is 5630 Bayview Drive, Seminole, Florida 33772. The mailing address of the corporation is 5630 Bayview Drive, Seminole, Florida 33772.

ARTICLE II
NATURE OF BUSINESS

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

ARTICLE III
CAPITAL STOCK

The corporation is authorized to issue seven thousand five hundred (7,500) shares, all of one class, at a par value of One Dollar (\$1.00) per share.

ARTICLE IV
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation in the State of Florida is 8640 Seminole Boulevard, Seminole, Florida 33772.

The initial registered agent of this corporation is Peter T. Hofstra.

ARTICLE VI
DIRECTORS

The corporation shall have one (1) directors initially. The number of directors may be increased or diminished from time to time, by amendment to the By-Laws, but shall never be less than

Prepared by: PETER T. HOFSTRA, ESQ.
8640 SEMINOLE BLVD., SEMINOLE, FL 33772
FACSIMILE AUDIT NO.: H02000091378 8

one (1).

ARTICLE VII
INITIAL DIRECTOR

The names and street addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
WILLIAM F. KARNs	5630 Bayview Drive Seminole, Florida 33772

ARTICLE VIII
INCORPORATORS

The name and street address of the incorporator of these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
WILLIAM F. KARNs	5630 Bayview Drive Seminole, Florida 33772

ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI
DATE OF INCEPTION

The date the corporate existence shall begin is as of the date of filing and acceptance of these Articles by the Secretary of State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal,
acknowledged and filed the foregoing Articles of Incorporation
under the laws of the State of Florida, this 18th day of April,
2002.

 (SEAL)
WILLIAM F. KARNS

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 18th
day of April, 2002, by WILLIAM F. KARNS. He is personally known
to me or has produced Fla. OIC as
identification.




Karen Henley
MY COMMISSION # 00026143 EXPIRES
June 30, 2005
BONDED THROUGH TROT FARM INSURANCE, INC.


NOTARY PUBLIC - State of Florida
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the
above-named corporation, at the place designated in these Articles
of Incorporation, I hereby accept to act in this capacity, and
agree to comply with the provisions of the laws of the State of
Florida relative to keeping open said office.


Registered Agent

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