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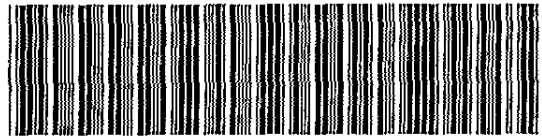
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**SMITH
SAUER
& DEMARIA**

ATTORNEYS AT LAW

Via Regular Mail

October 3, 2003

*G. Thomas Smith
Board Certified
Real Estate Attorney*

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

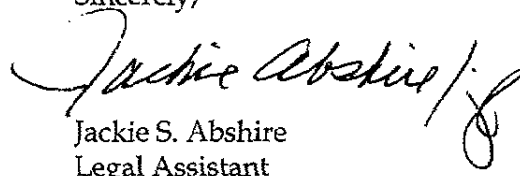
RE: BayFront Management, Inc.

Dear Sir or Madam:

Enclosed please find the signed original and a copy of the Articles of Incorporation relative to the above-referenced corporation. Also enclosed is a check in the amount of \$70.00 representing the filing fee. Please file the original and return a date-stamped copy to us as evidence of filing.

Should you have any questions or need additional information, please do not hesitate to contact us.

Sincerely,


Jackie S. Abshire
Legal Assistant

JSA:jf

Enclosures

c: Mr. G. Thomas Smith

ARTICLES OF INCORPORATION
OF
BAYFRONT MANAGEMENT, INC.

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TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I-NAME

The name of this corporation is BayFront Management, Inc.

ARTICLE II-DURATION

This corporation shall have a perpetual existence commencing effective October 6, 2003.

ARTICLE III-PURPOSE

The general purposes for which the corporation is organized are:

(1) To manage property for other persons and entities and to consult with and advise other persons and entities regarding the purchase, development and management of real property.

(2) To conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended. Provided, however, and notwithstanding the generality of the foregoing, this corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express,

building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition business.

ARTICLE IV-CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of \$1.00 par value common stock.

ARTICLE V-INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of this corporation in the State of Florida is 510 East Zaragoza, Pensacola, Florida 32502. The name of the initial registered agent for the corporation at that address is G. Thomas Smith. The principal office of the corporation shall be 345 Deer Point, Gulf Breeze, Florida 32561.

ARTICLE VI-INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors is two (2). The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
G. Thomas Smith	345 Deer Point Gulf Breeze, Florida 32561

Jennie H. Smith

345 Deer Point
Gulf Breeze, Florida 32561

ARTICLES VII-INCORPORATORS

The names and street addresses of the incorporators signing these Articles of Incorporation are:

NAME

STREET ADDRESS

G. Thomas Smith

345 Deer Point
Gulf Breeze, Florida 32561

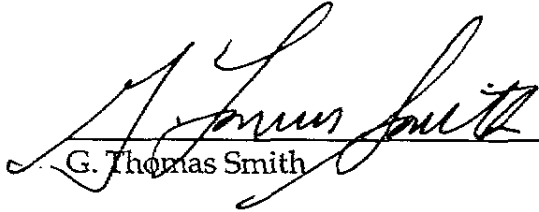
ARTICLE VIII-BYLAWS

The power to adopt, alter, amend, or repeal bylaws of this corporation shall be vested in the Board of Directors and the shareholders.

ARTICLE IX-AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

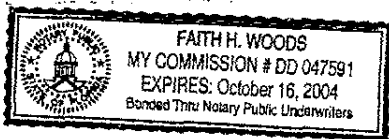
IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 2nd day of October, 2003.

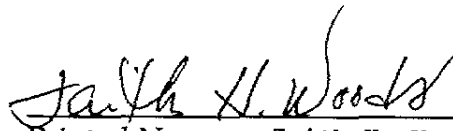

G. Thomas Smith

STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared G. Thomas Smith, who X is personally known to me or ___ produced a _____ as identification and who executed the foregoing Articles of Incorporation, and he acknowledges that he subscribed the said instrument for the uses and purposes set forth therein.

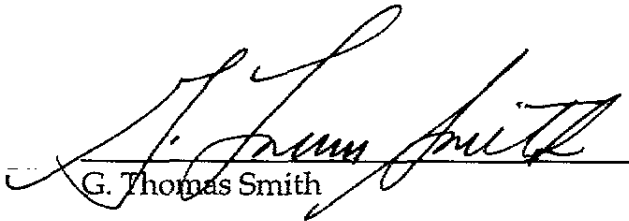
WITNESS my hand and official seal in the County, and State last aforesaid this 2nd day of October, 2003.




Printed Name: Faith H. Woods
Notary Public Stamp:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment of Registered Agent of Bayfront Properties, Inc., which is contained in the foregoing Articles of Incorporation. The undersigned is familiar with, and accepts, the obligations provided for in Section 607.0505 of the Florida Statutes.


G. Thomas Smith

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TALLAHASSEE FLORIDA