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(Business Entity Name)

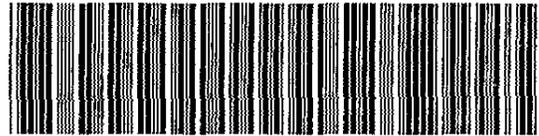
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04 FEB 16 AM 11:32  
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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

# GEORGE V. MATLOCK

LAW OFFICES

1545 Raymond Diehl Road, Suite 250  
Tallahassee, Florida 32308  
email: george.v.matlock@gulfatlantic.com

Tel: (850) 205-1387  
Fax: (850) 386-1443

Toll Free: (800) 724-7438

February 16, 2004

*Via Hand Delivery*

Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Construction Management Partners, Inc.  
~~Bay Partners, LLC~~

**FILED**  
04 FEB 16 AM 6:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Gentlemen:

I enclose for filing two organizations. First, you will find an original and one copy of the Articles of Organization for Bay Partners, LLC, a new Florida Limited Liability Company. I have enclosed a check in the amount of \$155.00 to cover the filing fees and receipt of a certified copy of the filing.

Second, you will find an original and one copy of the Articles of Incorporation of Construction Management Partners, Inc., a new Florida corporation. I have enclosed a check in the amount of \$78.75 to cover the filing fees and receipt of a certified copy of this filing.

I request that you call my office to pick up the filed Articles of both organizations when they are ready. Thank you for your assistance.

Sincerely,

  
George V. Matlock

Enclosures

FILED  
04 FEB 16 AM 6:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
CONSTRUCTION MANAGEMENT PARTNERS, INC.

The undersigned, for the purpose of creating a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE FIRST--NAME OF CORPORATION

The name of the corporation is Construction Management Partners, Inc. The principal office of the corporation is located at Post Office Box 266, Wewahitchka, Florida 32465.

ARTICLE SECOND--DURATION

The duration of the corporation is perpetual, unless sooner dissolved by the officers or shareholders as provided for by the laws of Florida.

ARTICLE THIRD--PURPOSE

The purpose of the corporation is to do any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE FOURTH--STOCK

The corporation is authorized to issue one thousand (1,000) shares of stock with a par value of ten cents (\$.10). Such stock shall be of a single class.

ARTICLE FIFTH--REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation is:

1545 Raymond Diehl Road,  
Suite 250 Tallahassee, Florida 32308

The registered agent is George V. Matlock.

ARTICLE SIXTH--DIRECTORS

The names and addresses of the initial board of directors of the corporation are as follows:

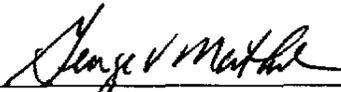
Alan McNair  
Post Office Box 266  
Wewahitchka, Florida 32465

ARTICLE SEVENTH--INCORPORATOR

The name and address of the incorporator is:

George V. Matlock  
Post Office Box 12200  
Tallahassee, Florida 32317

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute these Articles of Incorporation on this 16<sup>th</sup> day of FEBRUARY, 2004.

  
\_\_\_\_\_  
Incorporator

ACKNOWLEDGEMENT

STATE OF FLORIDA  
COUNTY OF LEON

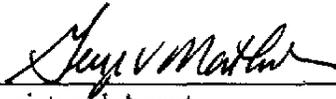
Before me, the undersigned officer, personally appeared the above signed Incorporator, for the purpose of lawfully executing these Articles of Incorporation.

\_\_\_\_\_  
Notary Public

My Commission Expires:

**ACCEPTANCE BY THE REGISTERED AGENT**

I, George V. Matlock, hereby accept appointment as registered agent for the corporation, and acknowledge my acceptance with my signature below on this 16<sup>th</sup> day of February, 2004.

  
\_\_\_\_\_  
Registered Agent

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA