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Fr JOHNSON, POPE, BOKER, RUPPEL & BURNS, P.A.

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Account Name : JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURNS, P.A.
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FLORIDA PROFIT CORPORATION OR P.A.

BAY STREET VENTURES II, INC.

Certificate of Status	1
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**ARTICLES OF INCORPORATION
OF
BAY STREET VENTURES II, INC.**

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CLERK OF STATE
TALLAHASSEE FLORIDA

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

ARTICLE I - Name

The name of this Company shall be: BAY STREET VENTURES II INC.

ARTICLE II - Address

The principal place of business and mailing address of this Company shall be 4528 Cheval Boulevard, Lutz, FL 33558-5331 and such other place or places as may be designated from time to time.

ARTICLE III - Duration

This corporation shall have perpetual existence.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 10,000 shares of common stock, which shall be designated as "Common Shares." The par value of each share of stock shall be One Cent (\$.01).

ARTICLE V - Initial Registered Office and Agent

The initial registered agent for this Company shall be Peter A. Rivellini and the address of the registered agent for service of process shall be 911 Chestnut Street, Clearwater, FL 33756.

ARTICLE VI - Incorporator

The name and address of the person signing these Articles are:

<u>Name</u>	<u>Address</u>
Peter A. Rivellini	911 Chestnut Street Clearwater, FL 33756

Prepared By:
Peter A. Rivellini, Esquire
Johnson, Pope, Bokor,
Ruppel & Burns, LLP
911 Chestnut Street
Clearwater, Florida 33756
Florida Bar No. 0067156
(727) 461-1818

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ARTICLE VII - Indemnification

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

ARTICLE VIII - Amendment

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

The undersigned incorporator has executed these Articles of Incorporation this 14th day of May, 2004.



Peter A. Rivellini, Incorporator

#319286 v1 - HOFFMAN/BAY STREET VENTURES II/Art of Inc

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(H04000105788 3)

**CERTIFICATE OF DESIGNATION OF
AND ACCEPTANCE BY REGISTERED AGENT**

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Company, hereby agrees to act in this capacity, agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of registered agents, and is familiar with, and accepts, the obligations of a registered agent as provided for in Chapter 608, *Florida Statutes*.



PETER A. RIVELLINI

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