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DIVISION OF FIT 2: 55

The Law Offices of William L. Nelson III, P.A.

Post Office Box 1886 Fort Walton Beach, Florida 32549-1886 www. wlnelsoniii.com

Mr. Nelson is admitted to practice law in Florida, California and Washington D.C.

Street Address: 212 Eglin Parkway, S.E. Fort Walton Beach, Florida 32548

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Phone: (850) 243-6352 Facsimile: (850) 243-6367

July 2, 2004

Department of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

Dear Division Personnel:

Enclosed please find the original and two copies of articles of incorporation for the proposed corporation Bayside Resort Services, Inc. We have also enclosed a check in the amount of \$87.50 to cover filing fee, certified copy, and a certificate of status.

Please send all return documents to our post office box and we will forward the documents to the incorporators. We can be reached at the above number with any questions or concerns.

Sincerely,

William L. Nelson III

Attorney-at-Law

WLN/jh

DIVISION TO PH 2: EE

ARTICLES OF INCORPORATION

For

BAYSIDE RESORT SERVICES, INC.

(In compliance with Chapter 607 and/or Chapter 621 – profit)

In compliance with the requirements of F.S. Chapter 607, the undersigned hereby act as incorporators in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

NAME: The name of the Corporation is: Bayside Resort Services, Inc.

ARTICLE II

FOUNDING DATE: The existence of the Corporation shall begin on: July 1, 2004.

ARTICLE III

PRINCIPAL OFFICE: The street address of the principal office of the Corporation is: 234 Snug Harbour Dr., Shalimar, FL 32579.

ARTICLE IV

SHARES OF STOCK: The maximum number of shares this Corporation is authorized to issue is 1000 all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

REGISTERED AGENT: The initial street address of the Corporation's registered office is: 234 Snug Harbour Dr., Shalimar, Florida, 32579. The initial registered agent for the Corporation at that address is: Lynn Paul Dominique.

ARTICLE VI

INITIAL DIRECTORS: The initial board of directors shall consist of two members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

Names

Addresses

Mark Frederick Zaffrann

615 Bob Sikes Blvd., #6

Fort Walton Beach, FL 32547

Lynn Paul Dominique

234 Snug Harbour Dr, Shalimar, FL 32579

ARTICLE VII

INCOROPORATORS: The names and street addresses of the persons signing these articles of incorporation are:

Names

Addresses

Mark Frederick Zaffrann

615 Bob Sikes Blvd., #6

Fort Walton Beach, FL 32547

Lynn Paul Dominique

234 Snug Harbour Dr.

Shalimar, FL 32579

ARTICLE VIII

INDEMNIFICATION: The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporators have executed these articles of incorporation.

Mark Frederick Zaffranz

Date

Incorporator

:e`

n Paul Dominique

Date

Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Bayside Resort Services, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501.

Lynn Paul Dominique Registered Agent

Date

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