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SECRETARY OF STATE
OF CORPORATION
OF APR 21 PM 1: L9

J. Shivers APR 25 2005

TRANSMITTAL LETTER

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

BAYFRAME INC PROPOSED CORPORATE NAME - MUST

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee

\$78,75

Filing Fee

& Certificate of Status

\$78.75

Filing Fee

& Certified Copy

\$87.50 Filing Fee,

Certified Copy

& Certificate of

Status

ADDITIONAL COPY REQUIRED

FROM: Lyle DeBernardi

Name (Printed or typed)

2861 2nd Avenue South Apt#1
Address

St Petersburg, FL 33712 City, State & Zip

352-442-7237

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION OF **BAYFRAME INC**

The undersigned hereby forms a corporation for profit under Chapter 607 and/or 621 of the Florida Statutes (the "Corporation") and, for these purposes, does hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

BAYFRAME INC.

ARTICLE II - PRINCIPLE OFFICE

The principle place of business/mailing address is:

8401 Ninth Street N St Petersburg, FL 33702

ARTICLE III - PURPOSE

(a)	The purpose for which the corporation is organized is to promote development within the state
	of Florida.
(p)	Acquiring, owning and maintaining real estate and buildings incidental, necessary or proper to
	carry out said objectives.
(c)	Doing any and all things necessary or incident to the accomplishment of said purposes.

ARTICLE IV - SHARES

The number of shares of stock is:

Twenty million shares.

ARTICLE V - INITIAL OFFICERS

The Corporation shall be governed by a Board of Directors as follows:

Lyle DeBernardi 2861 2nd Avenue S Apt #1 St. Petersburg, FL 33712 President

Monte L Hurd 2861 2nd Avenue S Apt#1 St. Petersburg, FL 33712 Vice President Secretary

Joshua D. Rumschlag 2861 2nd Avenue S Apt.#1. St. Petersburg, FL 33712 Treasurer

ARTICLE VI -REGISTERED AGENT

The Registered Agent of the Corporation shall be:

Lyle DeBernardi 2861 2nd Avenue S Apt #1 St. Petersburg, FL 33712

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Lyle DeBernardi 2861 2nd Avenue S Apt#1 St. Petersburg, FL 33712

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Signature/Registered Agent

Signature/Incorporator