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**ROBERTS, ROBERTS & ROBERTS**

ATTORNEYS AT LAW  
2879 MADISON STREET  
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MARIANNA, FLORIDA 32447

JOHN E. ROBERTS  
RUSSELL S. ROBERTS\*  
JOHN Y. ROBERTS

TELEPHONE  
(850) 526-3865

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(850) 526-3909

\*ALSO ADMITTED IN MISSISSIPPI

February 2, 2006

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

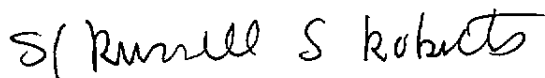
RE: Bay Pointe Consultants, Incorporated

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for Bay Pointe Consultants, Incorporated. The Designation and Acceptance of Registered Agent/Registered Office is also enclosed. Please endorse your approval of the articles on the duplicate copy and return the same to me along with the certificate to the post office address set forth above. I have enclosed a check made payable to you in the sum of \$87.50 for your fee.

Thank you for your attention in this matter. If you have any questions concerning this matter, please do not hesitate to contact me.

Yours truly,



Russell S. Roberts

RSR/mb

Enclosures: As stated above

**ARTICLES OF INCORPORATION**  
**OF**

**BAY POINTE CONSULTANTS, INCORPORATED**

In compliance with the requirements of Florida Statute Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

**ARTICLE I**

The name of the Corporation ("Corporation") is BAY POINTE CONSULTANTS, INCORPORATED.

**ARTICLE II**

The existence of the Corporation shall begin on the day the Articles of Incorporation are filed with the Secretary of State.

**ARTICLE III**

The street address of the principal office of the Corporation is 3861 Indian Trail #105, Destin, Florida 32541.

**ARTICLE IV**

The maximum number of shares this Corporation is authorized to issue is 100, par value \$1.00 per share, 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**

The initial street address of the Corporation's registered office is 3861 Indian Trail #105, Destin, Florida 32541. The initial registered agent for the Corporation at that address is Patricia Carol Davis.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE VI

The initial board of directors shall consist of one (1) member. 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:

Patricia Carol Davis  
3861 Indian Trail #105  
Destin, Florida 32541

ARTICLE VII

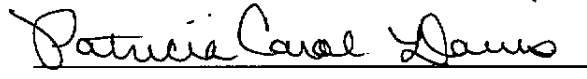
The name and street address of the person signing these articles of incorporation are:

Patricia Carol Davis  
3861 Indian Trail #105  
Destin, Florida 32541

ARTICLE VIII

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 on this 2nd day of February, 2006.

  
PATRICIA CAROL DAVIS  
INCORPORATOR

**STATE OF FLORIDA  
COUNTY OF JACKSON**

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared, PATRICIA CAROL DAVIS to me known to be the person described as the Incorporator and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she subscribed to these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 2nd day of February, 2006.

[SEAL]



Melanie B Baggett  
My Commission DD352411  
Expires October 06, 2008

Melanie B Baggett

MELANIE B. BAGGETT

NOTARY PUBLIC

My commission expires:

NAME: PATRICIA CAROL DAVIS  
ADDRESS: 3861 INDIAN TRAIL #105  
DESTIN, FLORIDA 32541

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for BAY POINTE CONSULTANTS, INCORPORATED at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position under Florida Statute 607.0501(3).

Dated this 2nd day of February, 2006.

Patricia Carol Davis  
PATRICIA CAROL DAVIS

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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