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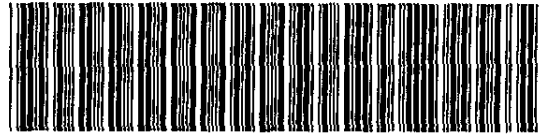
(Business Entity Name)

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06 MAR -3 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1/14

DAVID M. ANDREWS

ATTORNEY AT LAW

125 NIX BOAT YARD ROAD

ST. AUGUSTINE, FL 32084

TELEPHONE (904) 826-1987

EMAIL andrews@david-m-andrews.com

FAX (904) 826-4236

March 1, 2006

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

Re: **BAILEY & ZAHRA DEVELOPMENT, INC.**

Dear Sirs:

Enclosed herewith are the original and one copy of proposed Articles of Incorporation in reference to the captioned corporation. Also enclosed is a check in the amount of \$78.75 to cover the following:

Filing Fee	\$ 35.00
Certified Copy of Articles	8.75
Resident Agent Fee	<u>35.00</u>
	\$ 78.75

If the Articles of Incorporation meet with your approval, please execute and send me a certified copy of the Articles.

Respectfully yours,


David M. Andrews

DMA:njr/2838
Enclosures

ARTICLES OF INCORPORATION
OF
BAILEY & ZAHRA DEVELOPMENT, INC.

FILED

06 MAR -3 AM 9:24

SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED, **TREY ZAHRA** and **NOAH BAILEY**, hereby executes this document for the purposes of becoming incorporated under the laws of the State of Florida, and forming a corporation under the following proposed Certificate of Incorporation:

ARTICLE I

The name of this Corporation is **BAILEY & ZAHRA DEVELOPMENT, INC.**

ARTICLE II

The general nature of the business to be transacted by the Corporation is as follows:

The Corporation may engage in any activity or business permitted by the Laws of the United States and of this State.

ARTICLE III

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is 5,000 shares of common stock of the same class and at ten cents (10¢) par value.

ARTICLE IV

Every shareholder, upon the sale for cash of any stock of this Corporation of the same class as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

The Corporation shall indemnify any officer or director, or

any former officer or director, to the full extent permitted by law.

ARTICLE VI

The Corporation is to have perpetual existence.

ARTICLE VII

The registered address and the principal office address of the Corporation in this State are: 1093 AlA Beach Blvd., Suite 128, St. Augustine, FL 32080 and the name of the initial registered agent of this Corporation at the registered address is: **TREY ZAHRA**, 272 Villa Verde Rd., St. Augustine, FL 32080. OK.

ARTICLE VIII

The number of Directors of this Corporation shall not be less than ONE or more than THREE.

ARTICLE IX

The name and post office address of the members of the first Board of Directors of the Corporation are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
TREY ZAHRA		272 Villa Verde Rd. St. Augustine, FL 32080
NOAH BAILEY		992 Deer Chase Dr. St. Augustine, FL 32086

ARTICLE X

The name and post office address of the subscribers to the Articles of Incorporation are:

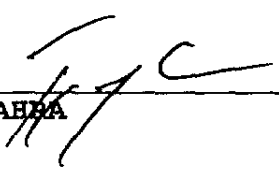
<u>NAME OF SUBSCRIBER</u>	<u>ADDRESS</u>
TREY ZAHRA	272 Villa Verde Rd. St. Augustine, FL 32080
NOAH BAILEY	992 Deer Chase Dr.

St. Augustine, FL
32086

ARTICLE XI

The power to adopt, amend, alter or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals this 23 day of February, 2006.



TREY ZAHRA



NOAH BAILEY

STATE OF FLORIDA

COUNTY OF ST. JOHNS

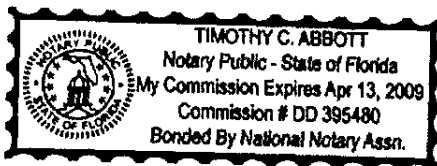
THE FOREGOING INSTRUMENT was acknowledged before me this 23 day of February, 2006, by **TREY ZAHRA** and **NOAH BAILEY**, who are personally known to me or who produced Diana Lucania as identification, and who did/did not take an oath.



Notary Public

(SEAL)

Printed Name of Notary: TIMOTHY C. ABBOTT
Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST -- THAT **BAILEY & ZAHRA DEVELOPMENT, INC.** DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH
ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF ST. AUGUSTINE,
COUNTY OF ST. JOHN'S, STATE OF FLORIDA, HAS NAMED **TREY ZAHRA**,
LOCATED AT 272 VILLA VERDE RD., OF THE CITY OF ST. AUGUSTINE,
COUNTY OF ST. JOHNS, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.

BAILEY & ZAHRA DEVELOPMENT, INC.

Signature: _____

(Corporate Officer)

Title: _____

President

Date: _____

2/23/06

06 MAR -3 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

Signature: _____

Resident Agent - **TREY ZAHRA**

Date: _____

2-23-06