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SECRETARY OF SIALL PIVISION OF CORPORATIONS

EP 5/29/08

TIMOTHY J. SLOAN, P.A.

ATTORNEYS AND COUNSELORS AT LAW 427 MCKENZIE AVENUE POST OFFICE BOX 2327 PANAMA CITY, FLORIDA 32402-2327

TIMOTHY J. SLOAN*
CHARLES J. STAFFORD
*ALSO MEMBER OF
DISTRICT OF COLUMBIA
AND MISSOURI BARS

Telephone (850) 769-2501 Facsimile (850) 769-0824

May 22, 2008

Department of State
Division of Corporations
New Filing Section
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Smith & Associates Property Management of Bay County, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation of the above-referenced corporation, together with the Certificate Designating Registered Agent and a check in the amount of \$78.75 to cover the cost of filing. Please file these Articles at your earliest convenience, and return a certified copy to us.

Thank you for your assistance with this matter. If there are any questions, please do not hesitate to call collect.

Sincerely,

TIMOTHY J. SLOAN, P. A.

Timothy J. Sloan

TJS/mf Encl.

ARTICLES OF INCORPORATION

OF

SMITH & ASSOCIATES PROPERTY MANAGEMENT OF BAY COUNTY, INC., a Florida corporation

The undersigned, acting as incorporator of a corporation pursuant to Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is SMITH & ASSOCIATES PROPERTY MANAGEMENT OF BAY COUNTY, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares of capital stock which this Corporation is authorized to issue is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share, which shall be designated "Common Shares."

ARTICLE V - PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of the corporation in the State of Florida is 13510 Hutchison Boulevard, Panama City Beach, Florida 32407. The registered agent for this corporation is Timothy J. Sloan, whose address is 427 McKenzie Avenue, Panama City, Florida 32401.

ARTICLE VI - BOARD OF DIRECTORS

ARTICLE VI - BOARD OF DIRECTORS

The number of directors of the initial Board of Directors of this corporation is one (1). The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is a follows:

WILLIAM F. SMITH 13510 Hutchison Boulevard Panama City, Florida 32407

ARTICLE VII - INDEMNIFICATION

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

ARTICLE VIII- INCORPORATOR

The name of the person signing these Articles is William F. Smith, whose address is 13510 Hutchison Boulevard, Panama City Beach, FL 32407.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20th day of May, 2008.

WILLIAM F. SMITH

Incorporator

STATE OF FLORIDA COUNTY OF BAY

The foregoing instrument was sworn to, subscribed, and acknowledged before me this 20th day of May, 2008, by WILLIAM F. SMITH, who is personally known to me or who has produced as identification.

Notary Public - Signature



ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT OF SMITH & ASSOCIATES PROPERTY MANAGEMENT OF BAY COUNTY, INC. a Florida corporation

Having been named to accept service of process for the above-named corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 607 of the Florida Statutes relative to keeping open said office.

Dated as of the 20% day of May, 2008.

TIMOTHY J.

Registered Age

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