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FLORIDA PROFIT/NON PROFIT CORPORATION

Cross Bayou Capital, Inc.

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Page Count	02
Estimated Charge	\$70.00

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7/22/09

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(TUE) 7. 21 '09 10:21/ST. 10:20/NO. 4863206528 P 2
SECRETARY OF STATE
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**ARTICLES OF INCORPORATION
OF
CROSS BAYOU CAPITAL, INC.**

The undersigned, acting as incorporator of Cross Bayou Capital, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is Cross Bayou Capital, Inc.

ARTICLE II. ADDRESS

The mailing address of the corporation is 2033 Main Street, Suite 300, Sarasota, Florida 34237

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence at 12:01 A.M., the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having no par value.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the current registered office of the corporation is 2033 Main Street, Suite 300, Sarasota, Florida 34237 and the name of the corporation's current registered agent at that address is Brian Fuhrmeister.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
James O. McCarver	2033 Main Street, Suite 300 Sarasota, Florida 34237
Pat McCarver	2033 Main Street, Suite 300 Sarasota, Florida 34237
Brian Fuhrmeister	2033 Main Street, Suite 300 Sarasota, Florida 34237

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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Brian Fuhrmeister	2033 Main Street, Suite 300 Sarasota, Florida 34237

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 20th day of July, 2009.



Brian Fuhrmeister, Incorporator

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

Dated this 20th day of July, 2009.



Brian Fuhrmeister, Registered Agent

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