

ROLFE D. DUGGAR

ATTORNEY AT LAW

4000 CENTRAL AVENUE

ST. PETERSBURG, FLORIDA 33713

FILED

1995 JAN 23 PM 12:30

REAL PROPERTY LAW
CORPORATION AND BUSINESS LAW
WILLS, ESTATES AND ESTATE PLANNING

TELEPHONE 320-1044
FAX CODE 013
TALLAHASSEE, FLORIDA 3237-7000

P950000006625

January 13, 1995

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

RECEIVED
JAN 13 1995
TALLAHASSEE, FLORIDA

RE: ELDORADO BAY, INC.

Dear Sir or Madam:

With reference to the above captioned corporation, I am enclosing herewith the following:

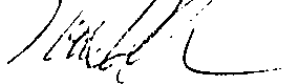
1. Original and one copy of the Articles of Incorporation with Registered Agent Certificate attached.

2. My check payable to the Secretary of State in the sum of \$122.50 representing the \$35.00 filing fee, \$52.50 for a certified copy, and \$35.00 for the Registered Agent Certificate.

I would appreciate your approval of the Articles, filing of same, and return of a certified copy of the Articles to this office.

Thank you for your attention to this matter.

Very truly yours,



ROLFE D. DUGGAR

RDD/ss
Enclosures

FILED
1935 JAN 23 PM 12:30
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ELDORADO BAY, INC.

We, the undersigned subscribers to these Articles of Incorporation, being natural persons competent to contract, do hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

ELDORADO BAY, INC.

ARTICLE II

The general nature of the business or businesses to be transacted by this corporation is the following, to-wit:

To buy or otherwise acquire, own, hold, manage and control real and personal property of every description, including its own stock and stock in any other corporations, and to sell and convey, mortgage, pledge, lease or otherwise dispose of such property or any part thereof, and to lend money either upon or without security, and to do whatever may be necessary and convenient to carry on such business and to accomplish such objects as may be incident thereto; and the doing and performing of any and all acts or things necessary, proper, or convenient for or incidental to the furtherance of the carrying out of the powers or purposes herein mentioned; to manufacture, purchase, or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every kind, class and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, or cemetery company, a building and loan association, mutual fire insurance company, cooperative association, fraternal benefit society, state fair

or exposition; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner those several powers.

Generally to make and perform contracts of any kind and description for the purposes of attaining any of the objects of this corporation, and generally to do and perform any and all things necessary or incident to the performing or carrying out of the powers herein specifically delegated or implied, and to do any and all other things not prohibited by law that a corporation may legally do under the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is FIVE THOUSAND (5,000) shares of Common Stock, each share having a par value of ONE DOLLAR (\$1.00); and all stock shall be fully paid and non-assessable.

The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America, or property, labor or services, at a just valuation to be fixed by the Board of Directors of this corporation.

Any stockholder, upon the sale for cash, labor, services or property, of any new stock by the corporation, of the same kind, class or series as that which the stockholder already holds shall have the right to purchase a prorata share thereof.

ARTICLE IV

The amount of capital with which the corporation shall commence business shall not be less than FIVE HUNDRED AND NO/100 DOLLARS (\$500.00).

ARTICLE V

The corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE VI

The address of the initial principal and registered office of this corporation is: 2028 Point Overlook Drive, St. Petersburg, Florida 33703.

ARTICLE VII

The street address of the initial registered office of this corporation is: 2028 Point Overlook Drive, St. Petersburg, Florida 33703, and the name of the initial registered agent of this corporation at that address is: Mark K. Strobel.

ARTICLE VIII

The corporation shall have Three (3) Directors initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1), none of whom need to be a stockholder of the corporation.

ARTICLE IX

The names and post office addresses of the first Board of Directors who, subject to the provisions of these Article of Incorporation, By-Laws of this corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

MARK K. STROBEL	2028 Point Overlook Drive St. Petersburg, Florida 33703
G. W. KELLER	2028 Point Overlook Drive St. Petersburg, Florida 33703
JOHN C. JONES	4761 Dover Street, NE St. Petersburg, Florida 33703

ARTICLE X

The names and post office addresses of the subscribers to this Certificate of Incorporation is:

MARK K. STROBEL	2028 Point Overlook Drive St. Petersburg, Florida 33703
G. W. KELLER	2028 Point Overlook Drive St. Petersburg, Florida 33703
JOHN C. JONES	4761 Dover Street, NE St. Petersburg, Florida 33703

ARTICLE XI

No contract or other transaction between the company and any other corporation shall be affected or invalidated by reason of the fact that any one or more of the Board of Directors of the company is, or are interested in, or is a Director or Officer or are Directors or Officers of such corporation, and any Director or Directors, individually or jointly, may be a party or parties to or may be interested in any contract, act or transaction of the company with any person or persons, firm or corporation, and each and every person who may become a Director of the company is hereby relieved from any liability that might otherwise exist from thus contracting with the company for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

ARTICLE XII

These Articles of Incorporation shall be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by all of the stock entitled to vote thereon, unless all of the Directors and all of the stockholders sign a written statement

manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, being the original subscribers to the capital stock hereinabove named, have hereunto set their hands and seals this 17th day of January, 1995, for the purposes of forming this corporation to do business both within and without the State of Florida, and in pursuance of the Corporation Laws of the State of Florida do hereby make and file in the office of the Secretary of State of the State of Florida these Articles of Incorporation, and certify that the facts stated therein are true.

Mark K. Strob
MARK K. STROBEL

G. W. Keller
G. W. KELLER

John C. Jones
JOHN C. JONES

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments in the State and County aforesaid, personally appeared MARK K. STROBEL, G. W. KELLER and JOHN C. JONES, who are personally known to me (or who produced FL DRIVER LICENSES as identification), who are the same persons described in and who executed the foregoing Articles of Incorporation as subscribers, and they acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the county and state above named, on this 17th day of January, 1995.



JEAN C. WOODARD
My Commission CC356684
Expires Mar. 16, 1998
Bonded by HAI
800-422-1555

Jean C. Woodard

Notary Public

My Commission expires: 3/16/98

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: EL DORADO BAY, INC.

2. The name and address of the registered agent and office is:

MARK K. STROBEL
(NAME)

2028 POINT OVERLOOK DRIVE
(P.O. BOX NOT ACCEPTABLE)

ST. PETERSBURG, FLORIDA 33703
(CITY/STATE/ZIP)

FILED
1995 JAN 23 PM 12:30
TALLAHASSEE, FLORIDA

SIGNATURE *C. W. Kille*
(corporate officer)

TITLE Secretary

DATE January 17, 1995

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE *Mark K Strobel*

DATE January 17, 1995