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TELEPHONE (804) 728-3060
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May 11, 1995

EFFECTIVE DATE
5-11-95

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

800001487758
-05/15/95--01088--010
***122.50 ***122.50

Re: BAYFRONT MINERALS, INC.

Gentlemen:

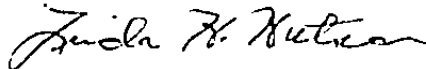
Find enclosed our firm's check in the amount of \$122.50 to cover the following fees of your office.

Filing Charter	\$35.00
Certification of Charter	52.50
Filing Resident Agent Form	35.00

We enclose original and one copy of Articles of Incorporation of this proposed corporation, with executed resident agent form. Please endorse your approval on the copy of the Articles of Incorporation, certify same and return to us, together with acknowledgement of filing of resident agent.

Thank you for your attention to the above.

Yours, truly,



Linda H. Hutson
Legal Assistant

/lhh
Enclosures
(bmi3.lhh)

B. REGISTER MAY 17 1995

FILED
95 MAY 15 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
5-11-95

ARTICLES OF INCORPORATION
OF
BAYFRONT MINERALS, INC.

FILED
95 MAY 15 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME AND PRINCIPAL ADDRESS

The name of this corporation is BAYFRONT MINERALS, INC..
The principal address of the corporation is 15610 S.E. 1450 Avenue,
P.O. Box 99, Weirsdale, FL 33195.

ARTICLE II. COMMENCEMENT OF EXISTENCE

This corporation shall begin its existence on the 11th day of
May, 1995.

ARTICLE III. DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV. PURPOSE

This corporation is organized for the purpose of engaging in
any activity or business permitted under the laws of the United
States and the State of Florida.

ARTICLE V. CAPITAL STOCK

The maximum number of shares of stock that this corporation is
authorized to have outstanding at any one time is:

Seven Thousand Five Hundred (7,500) shares of
Common Stock having a Nominal or Par Value of
One Dollar (\$1.00) per share.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of
this corporation of the same kind, class or series as that which he
already holds, shall have the right to purchase his pro rata share

thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1330 W. Citizens Blvd., Suite 701, Leesburg, Florida, and the name of the initial registered agent of this corporation at that address is J. Stephen Pullum.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have a minimum of one (1) Director at all times. The number of Directors may be increased from time to time by the By-Laws, but shall never be less than one (1) nor more than five (5). The name and address of the initial Director of this corporation is:

NAME

R. ROLAND FARRING

ADDRESS

P. O. Box 99
15610 S.E. 140th Avenue
Weirsdale, FL 32195

ARTICLE IX. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

NAME

R. ROLAND FARRING

ADDRESS

P. O. Box 99
15610 S.E. 140th Avenue
Weirsdale, FL 32195

ARTICLE X. INDEMNIFICATION

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

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this restriction.

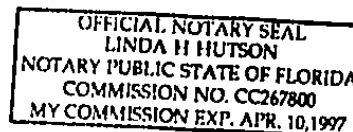
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11th day of May, 1995.

R. Roland Farring
R. ROLAND FARRING, Subscriber

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 11th day of May, 1995, by R. ROLAND FARRING, Subscriber to these Articles of Incorporation. Said person did not take an oath and (check one) ✓ is personally known to me, _____ produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or _____ produced other identification, to wit: _____.

Linda H. Hutson
Printed Name: _____
Notary Public State of Florida
Commission Number: _____
My Commission Expires: _____



(BMI1.1hh)

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 BAYERFRONT MINERALS, INC. DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS AT CITY OF WEIRSDALE, STATE OF FLORIDA,
HAS NAMED J. STEPHEN PULLUM, LOCATED AT 1330 WEST CITIZENS BLVD.,
SUITE 701, CITY OF LEESBURG, STATE OF FLORIDA, AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE R. Ronald Fanning
(Corporate Officer)

TITLE President

DATE May 11, 1995

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 [Signature]
(Resident Agent)

DATE May 11, 1995

(MBI2.1hh)

FILED
95 MAY 15 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA