

AUSTIN B. GRAN, P.A.
ATTORNEY AT LAW

P95000050145

June 15, 1995

FILED
95 JUN 26 PM 3:35
TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
Attn: Filing Section
Post Office Box 6327
Tallahassee, Florida 32314

200001523392
-06/26/95--01032--002
****122.50 ****122.50

RE: Bay Breeze Bed & Breakfast, Inc.

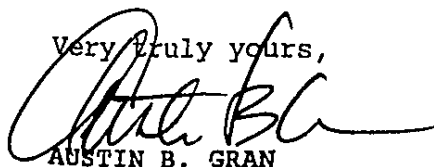
Dear Sir:

Enclosed herewith you will find the original and one copy of the Articles of Incorporation for the above-captioned corporation to be filed with your office. Also enclosed is our check in the amount of \$122.50 which includes the filing fee for the Articles of Incorporation and the designation of registered agent.

After filing the Articles of Incorporation, please return a letter of acknowledgement and the copy of the Articles of Incorporation with the filing date stamped thereon.

If you have any questions, please do not hesitate to contact me.

Very truly yours,


AUSTIN B. GRAN

ABG/slb
Enclosures

W95-0000-13093

PPT 6-27-95
Shirley
AUTHORIZATION BY PHONE TO GAVE
CORRECT
DATE 6-27-95
DOC. EXAM 10-6

ARTICLES OF INCORPORATION
OF
BAY BREEZE BED & BREAKFAST, INC.

FILED
95 JUN 26 PM 3:35
RECEIVED
JUN 26 1995
CLERK OF THE
COURT
JACKSONVILLE, FLA.

ARTICLE I - NAME

The name of this corporation is BAY BREEZE BED & BREAKFAST, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, 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 VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1326 E. Jackson Street, Pensacola, Florida 32501, and the name of the initial registered agent of this corporation at that address is John Richardson. PRINCIPAL OFFICE LOCATED AT THE SAME ADDRESS AS REGISTERED OFFICE.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however there shall never be less than one Director nor more than five. The names and addresses of the initial Board of Directors of the corporation are:

JOHN RICHARDSON President/Treasurer/Secretary
1326 E. Jackson Street
Pensacola, Florida 32501

ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator signing these articles are:

John Richardson
1326 E. Jackson
Pensacola, Florida 32501.

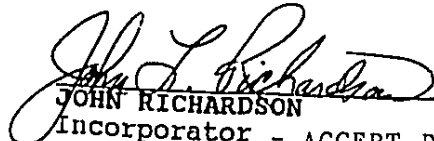
ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this resolution.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 15 day of June, 1995.


JOHN RICHARDSON
Incorporator - ACCEPT DUTIES AS
REGISTERED AGENT.

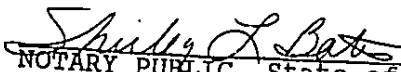
STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JOHN RICHARDSON, who is personally known to me and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 15 day of June, 1995.



SHIRLEY L. BATES
My Commission, CC43414
Expires Feb 15, 1996
Bonded by FIAI
800-422-1555


NOTARY PUBLIC, State of
Florida at Large
My commission expires:

FILED
JUN 26 PM 3:36

R O M A N & R O M A N

Professional Association — Attorneys At Law
Thomas A. Roman — Paula C. Roman — Mark S. Roman
2196 Main Street — Suite L — Dunedin, Florida
34698 9923 813 736 2515 FAX 813 736 3234

August 3, 1995

Florida Secretary of State
Corporate Records Bureau
P O Box 6327
Tallahassee, FL 32314

000001554730
-08/08/95--01051--007
*****35.00 *****35.00

Re: Change of Registered Office and Registered Agent

Dear Sirs:

Enclosed please find a Statement of Change of Registered Office and Registered Agent for DELK & DELK, INC., changing the Registered Agent from Corporation Information Services, Inc. to Roman & Roman. Also enclosed please find a check in the amount of \$35.00 to cover the cost of filing same. Please confirm the filing of the Statement of Change on the additional copy which is enclosed and return the same to me.

If you have any questions regarding this please call me. Thank you for your attention to this matter.

Very truly yours,

ROMAN & ROMAN



Diane Britton,
Legal Assistant

FILED
95 AUG 23 AM 9 46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/db

N. HENDRICKS AUG 23 1995

encls.

FC/S/Servicecltr

R.A.
Change



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 9, 1995

ROMAN & ROMAN, P.
DIANE BRITTON
2196 MAIN ST., SUITE
DUNEDIN, FL 34698-9123

SUBJECT: DELK & DELK, INC.
Ref. Number: P94000050145

We have received your document for DELK & DELK, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the registered agent being designated must be identical to the records of this office. Please correct the name throughout the document. The enclosed print out reflects the complete name.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 095A00037380

Charter No. P940000050145
Date Filed: July 6, 1994

**STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT**

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is **DELK & DELK, INC.**
2. The name and address of its present registered agent is Corporation Information Services, Inc. at 1201 Hay Street, Tallahassee, FL, 32301.
3. The name and street address to which its registered agent is to be changed is Roman & Roman, 2196 Main Street, Suite L, Dunedin, FL, 34698.
4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.
5. Such change was authorized by resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.

Dated this 10th day of July, 1995.

DELK & DELK, INC.

By: [Signature]
Name: John A. Delk
Title: President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. IF FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

Name: **ROMAN & ROMAN**

By: [Signature]
Thomas A. Roman, President

Date: 6/30/95

Filing Fee - \$35.00