

DeLOACH & HOFSTRA, P.A.

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May 26, 1995

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State of Florida
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: BARDMOOR GOLF & TENNIS RESORT, INC.

Gentlemen:

Transmitted herewith is an original and one copy of the Articles of Incorporation for the captioned corporation, together with our check payable to the Secretary of State in the amount of \$70.00, representing \$35.00 filing fee, and \$35.00 registered agent fee.

Please file this corporation today and return a copy of same to this office with your statement for services rendered.

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

Yours very truly,

Dennis R. DeLoach Jr.

DENNIS R. DELOACH, JR.

DRD/jai
Enclosure
cc: Mr. Ronald E. Lybeck
jai/corres/bardmoor.fl

AB 7/11/95

ARTICLES OF INCORPORATION
OF
BARDMOOR GOLF & TENNIS RESORT, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL -3 AM 8:51

The undersigned, acting as incorporators to these Articles of Incorporation, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I
NAME AND ADDRESS

The name of the corporation is: BARDMOOR GOLF & TENNIS RESORT, INC. The physical address of the corporation is 7581 Cumberland Road, #7, Largo, FL 34647. The mailing address of the corporation is 7581 Cumberland Road, #7, Largo, FL 34647.

ARTICLE II
NATURE OF BUSINESS

The purpose of this corporation is to engage in any activities or businesses permitted under the laws of the United States and the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

The corporation is authorized to issue six million six hundred (6,000,600) shares, all of one class, at a par value of One Cent (\$.01) per share.

ARTICLE IV
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation in the State of Florida is 7581 Cumberland Road, #7, Largo, FL 34647.

The initial registered agent of this corporation is Ronald E. Lybeck.

ARTICLE VI
DIRECTORS

The corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time, by amendment to the By-Laws, but shall never be less than one (1).

ARTICLE VII
INITIAL DIRECTORS

The names and street addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
RONALD E. LYBECK	7581 Cumberland Road Suite 7 Largo, FL 34647
ELIZABETH LYBECK	7581 Cumberland Road Suite 7 Largo, FL 34646
DENNIS R. DELOACH, JR.	8640 Seminole Boulevard Seminole, FL 34642

ARTICLE VIII
INCORPORATOR

The names and street addresses of the incorporator of these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
RONALD E. LYBECK	7581 Cumberland Road Suite 7 Largo, FL 34647

ARTICLE IX
INDEMNIFICATION

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

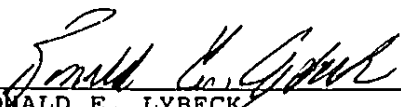
**ARTICLE X
AMENDMENT**

These Articles of Incorporation may 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 a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**ARTICLE XI
DATE OF INCEPTION**

The date the corporate existence shall begin is as of the date of filing and acceptance of these Articles by the Secretary of State of Florida.

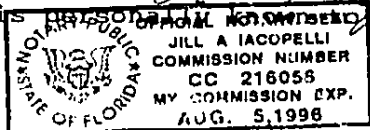
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 29th day of June, 1995.

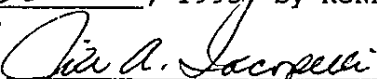


RONALD E. LYBECK (SEAL)

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing Articles of Incorporation were acknowledged before me this 29th day of June, 1995, by RONALD E. LYBECK, who is personally known to me.

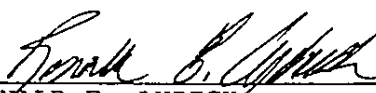




NOTARY PUBLIC - State of Florida
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

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



RONALD E. LYBECK
Registered Agent