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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Secretary of State  
Division of Corporations  
P O Box 6327  
Tallahassee, FL 32304

August 17, 1995

Gentlemen:

I wish to form a Florida Corporation. Enclosing my Articles of Incorporation.

Enclosing my check in the amount of \$122.50 as follows:

\$ 35.00 Filing Fees  
52.50 Certified Copy  
~~35.00~~ Registered Agent Designation

\$122.50

Thank you. If you need any further information, please advise.

Reinemeyer + Reinemeyer, P.A.  
2550 26th Street W.  
Bradenton, Florida 34205

Sandra Harper  
Sandra Harper

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\*\*\*122.50 \*\*\*122.50

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ARTICLES OF INCORPORATION  
OF  
SOUTHBAY MARKETING, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, do hereby establish for the purpose of becoming a Corporation, operating for profit by and under the provisions of the statutes of Florida appertaining and providing for the formation, liabilities, rights privileges and immunities of a Corporation operating for profit, and do hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming such a Corporation for profit and do hereby declare, state and certify:

ARTICLE I

The name of this Corporation shall be SOUTHBAY MARKETING, INC.

ARTICLE II

This Corporation shall have perpetual existence unless sooner dissolved as be directed by law.

ARTICLE III

The Corporation may transact any and all lawful business for which Corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time shall be one thousand (1,000) shares of common stock having a nominal or par value of one dollar (1.00) per share. The consideration to be paid for each such share shall be money, property, or services of value at least equivalent to the stock issued as fixed and determined, from time to time, by the Board of Directors.

ARTICLE V

The amount of capital with which this Corporation will begin business shall be not less than Five Hundred Dollars (\$500.00).

ARTICLE VI

The principal office and mailing address for this Corporation is 811 8th Ave W., Palmetto, FL 34221.

ARTICLE VII

The name and address of the initial Registered Agent of this Corporation is Sandra Harper, 811 8th Ave W., Palmetto, FL 34221.

ARTICLE VIII

This Corporation shall have the following Directors initially. The number of Directors of this Corporation may be increased or decreased, from time to time, by the By-Laws of this Corporation, but which number of Directors shall never be less than one.

NAME

ADDRESS

Sandra Harper, 1416 55th Ave W., Bradenton, FL 34207  
Ken Aldrich, 1416 55th Ave., Bradenton, FL 34207

ARTICLE IX

This Corporation shall have the following Officers, initially. The name and office held for the initial Officer, who shall hold office for the first year of the Corporation, or until a successor is elected or appointed are:

NAME

OFFICE

Sandra Harper                      President  
Ken Aldrich                        Sec/Treas.

ARTICLE X

The subscriber of the Articles of Incorporation, together with their respective addresses are:

NAME

ADDRESS

Sandra Harper, 1416 55th Ave W., Bradenton, FL 34207

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SAN  
TALLAHASSEE, FLORIDA

ARTICLE XI

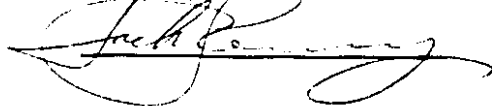
These Articles of Incorporation may be amended in a manner provided therefore by the Laws of the State of Florida. Each amendment to these Articles of Incorporation shall be proposed by one or more of the Stockholders of this Corporation. Any questions, motions or action of the Stockholders of this Corporation shall be decided by a majority vote of the Stockholders entitled to vote thereon. The By-Laws of this Corporation shall be promulgated, adopted, amended, changed or deleted by the Stockholders of this Corporation. The Business Affairs of this Corporation shall be conducted by a Board of Directors, and the Directors thereof shall be elected at the Annual Meeting of the Stockholders of this Corporation as a condition precedent to holding an Office or being a Director or Agent in this Corporation. The Officers and Directors of this Corporation shall have and enjoy all the rights, privileges, and immunities of a Corporation operating under the Laws of the State of Florida, appertaining thereto at the time of the Incorporation hereof and any Amendments thereto. The number and nature of the Offices in this Corporation subsequent to the initial Offices may be increased, deleted or changed by the By-Laws of this Corporation in keeping with the Laws of the State of Florida appertaining thereto.

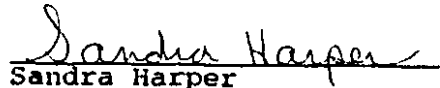
ACCEPTANCE BY REGISTERED AGENT

Having been designated in the foregoing Articles of Incorporation as the Registered Agent of the above-named corporation, I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

IN WITNESS WHEREOF, the Undersigned Subscriber and registered agent has affixed their signature to the foregoing Articles of Incorporation, on August 17, 1995

SIGNED, IN THE PRESENCE OF:



  
Sandra Harper

STATE OF FLORIDA  
COUNTY OF MANATEE

Before me, the undersigned authority, personally appeared SANDRA HARPER, who upon first being duly sworn, deposes and says that he/she has read the foregoing Articles of Incorporation, and that she has executed the same freely and voluntarily.

Witness my hand and Official Seal at Bradenton, FL on  
August 17, 1995

  
NOTARY PUBLIC

SUSAN REINEBERGER  
Notary Public, State of Florida  
My comm. expires 8-17-96  
Comm No CG 578885