

P96000007886
TRANSMITTAL LETTER

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

SUBJECT:

Baywatch Towers, Inc.
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of Incorporation for the above corporation and check in the amount of \$ 122.50.

FROM:

Name

Timothy S. Barry

Address

2946 Rouchette Sq.

City, State, & Zip

Gulf Breeze, FL 32561

Telephone Number

(904) 934-1819

600001695106
-01/22/96--01035--010
****122.50 ****122.50

JAN 25 1996 BSB

FILED
96 JAN 22 PM 12:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Note: Additional copy of articles is needed when certified copy is requested.

ARTICLES OF INCORPORATION
OF

Baywatch Towers, Inc.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Baywatch Towers, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2930 West Avenue
Gulf Breeze, FL 32561

ARTICLE III CAPITAL STOCK

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

Ten thousand (10,000) shares of one dollar (1.00)
per value common stock

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Timothy S. Barry
2946 Ranchette Sq.
Gulf Breeze, FL 32561

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TALLAHASSEE, FLORIDA

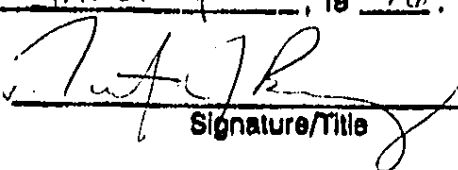
ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the Incorporator(s) to these Articles of Incorporation is(are):

Timothy S. Barry
2946 Rancette Sq
Gulf Breeze, FL 32561

The undersigned has(have) executed these Articles of Incorporation this

18th day of January, 19 96.



Signature/Title

Signature/Title

Signature/Title

**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: Bayside Towers, Inc.

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

Timothy S. Barry
(NAME)

2946 Ranchette Sq.
(P.O. BOX NOT ACCEPTABLE)

Gulf Breeze, FL 32561
(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

SIGNATURE [Signature]
(corporate officer)

TITLE President

DATE January

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 [Signature]

DATE January

P96000007886

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 17, 1997

BAYWATCH TOWERS, INC
3985 N.W. STREET
STE. 21
PENSACOLA, FL 32505 US

SUBJECT: BAYWATCH TOWERS, INC
Ref. Number: P9600007886

Debit Memo #: 9997-A

This is to inform you that check #0834 in the amount of \$165.00 submitted with the annual report for BAYWATCH TOWERS, INC has been returned by your bank because of NON-SUFFICIENT FUNDS.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$180.00 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after August 17, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey
Accountant I

Letter Number: 197A00032344

P96000007886

August 25, 1997

800002276838--8
-08/25/97--01177--002
****180.00 ****180.00

REPLACEMENT FEE 1997

ANNUAL REPORT: BAYWATCH TOWERS,
INC.

DEBIT MEMO: # 9997-A

CHECK #: 0834