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June 12, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32302

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-06/17/96--01010--0016
***122.50 ***122.50

RE: Bayside Ventures, Inc.

Dear Sirs:

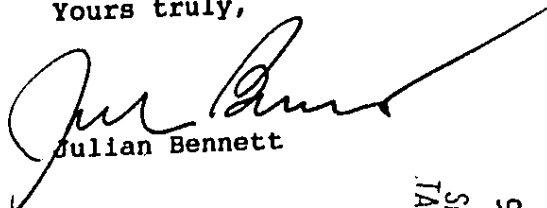
I am enclosing herewith the original and a copy of the Articles of Incorporation for Bayside Ventures, Inc. Our check in the amount of \$122.50 is enclosed to cover the following:

Filing fee	\$35.00
Certified copy	52.50
Registered Agent Designation	35.00

Please return to the undersigned a certified copy of the Articles at your earliest convenience. If you have any question, please do not hesitate to call at the number shown above.

Thank you for your courtesies.

Yours truly,


Julian Bennett

JB/bjm

Enclosures

FILED
96 JUN 14 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6-17-96
112

ARTICLES OF INCORPORATION
OF
BAYSIDE VENTURES, INC.

FILED
96 JUN 14 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Bayside Ventures, Inc., whose principal office and mailing address is 6325 Big Daddy Drive, Panama City Beach, Florida 32407.

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

All purposes as provided by current Florida law and any amendments thereto, including any emergency powers.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized 1,000 shares of One Dollar (\$1.00) par value common stock.

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-rated 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 6325 Big Daddy Drive, Panama City Beach, Florida 32407, and the name of the initial registered agent of this corporation is Ms. Dorothy Burton, 6325 Big Daddy Drive, Panama City Beach, Florida 32407.

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. The name and address of the initial Board of Directors of the corporation is: Dorothy Burton, 6325 Big Daddy Drive, Panama City Beach, Florida 32407.

ARTICLE VIII - INCORPORATORS

The name and address of the incorporator signing these articles is: Dorothy Burton, 6325 Big Daddy Drive, Panama City Beach, Florida 32407.

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 reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 13 day of June, 1996.

Dorothy Burton
Dorothy Burton
Incorporator

Dorothy Burton
Dorothy Burton
Registered Agent

STATE OF FLORIDA
COUNTY OF BAY

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared DOROTHY BURTON, to me known to be the persons described in and who executed the foregoing and acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 13th day of June, 1996.

Karin M Walbridge
NOTARY PUBLIC
My Commission Expires:

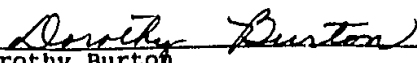


CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted.

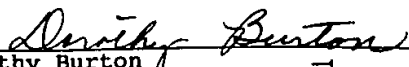
FIRST, that BAYSIDE VENTURES, INC., desiring to be organized or qualify under the laws of the State of Florida, with its principal place of business at 6325 Big Daddy Drive, Panama City Beach, Florida 32407, has named DOROTHY BURTON whose address is 6325 Big Daddy Drive, Panama City Beach, Florida 32407, as its agent to accept service of process within Florida.

DATED this 13 day of June, 1996.



Dorothy Burton
Incorporator

Having been named to accept service of process for the above named 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 performance of my duties.



Dorothy Burton
Registered Agent

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FILED
96 JUN 14 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA