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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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July 8, 1996

Florida Department of State  
DIVISION OF CORPORATIONS  
Post Office Box 6327  
Tallahassee, Florida 32314

200001891562  
-07/12/96--01006--004  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Clear Bay Investments Corporation

TO WHOM IT MAY CONCERN:

Enclosed are duplicate original Articles of Incorporation for the above referenced corporation. Also enclosed is a check in the amount of \$122.50 to cover filing fees in the amount of \$35.00, cost for a certified copy in the amount of \$52.50 and cost for designation of registered agent in the amount of \$35.00.

If the Articles of Incorporation are in order, would you please cause the certified copy to be returned to the attention of the undersigned.

Thank you for your assistance and cooperation.

Very truly yours,

POWELL, CARNEY, HAYES & SILVERSTEIN, P.A.

  
George L. Hayes, III

GLH/lj  
Enclosures: a/s  
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PH  
7/12/96

**ARTICLES OF INCORPORATION**  
**OF**  
**CLEAR BAY INVESTMENTS CORPORATION**

**FILED**  
96 JUL 11 PM 11:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

**ARTICLE I**  
**Name and Address**

The name of the Corporation shall be CLEAR BAY INVESTMENTS CORPORATION and its mailing address is Barnett Tower, Suite 1210, One Progress Plaza, St. Petersburg, Florida 33701.

**ARTICLE II**  
**Purpose and Powers**

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

**ARTICLE III**  
**Term of Existence**

The Corporation shall have perpetual existence. Corporate existence shall commence on July 1, 1996, the date of execution and acknowledgment of these Articles of Incorporation, provided that these Articles of Incorporation are filed with the State of Florida Department of State within five (5) business days of such date. Otherwise, corporate existence shall commence on the date of filing of these Articles of Incorporation.

**ARTICLE IV**  
**Capital Stock**

The authorized capital stock of the Corporation shall be 1,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE V**  
**Preemptive Rights Granted**

Each shareholder of the Corporation shall have the first right to purchase shares of the Corporation or securities convertible into such shares of the same class, kind or series as that which the shareholder already holds that may from time to time issued (whether or not presently authorized), including shares from the treasury of the Corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. Any such preemptive right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the Corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

**ARTICLE VI**  
**Board of Directors**

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of three (3) Directors, whose names and addresses are as follows:

Name	Address
George L. Hayes, III	Barnett Tower, Suite 1210 One Progress Plaza St. Petersburg, FL 33701
Jery F. Gilliam	Barnett Tower, Suite 1210 One Progress Plaza St. Petersburg, FL 33701

William H. Howell

Barnett Tower, Suite 1210  
One Progress Plaza  
St. Petersburg, FL 33701

Section 3. Directors shall be elected and hold office as provided in the Bylaws.

**ARTICLE VII**  
**No Cumulative Voting**

Cumulative voting of shares, for any purpose, shall not be allowed.

**ARTICLE VIII**  
**Bylaws**

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended, or repealed only by the shareholders.

**ARTICLE IX**  
**Amendments**

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

**ARTICLE X**  
**Registered Office and Agent**

Section 1. The street address of the initial registered office of the Corporation shall be Barnett Tower, Suite 1210, One Progress Plaza, St. Petersburg, Florida 33701.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be George L. Hayes III Services, Inc.

**ARTICLE XI**  
**Incorporator**

The name and address of the Incorporator is:

Name

Address

George L. Hayes, III

Barnett Tower, Suite 1210  
One Progress Plaza  
St. Petersburg, FL 33701

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 1st day of July, 1996.

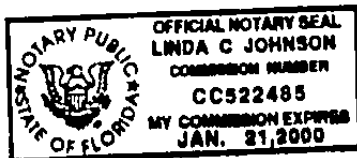
  
\_\_\_\_\_  
George L. Hayes, III

STATE OF FLORIDA )  
COUNTY OF PINELLAS )

The foregoing instrument was acknowledged before me this <sup>8<sup>th</sup></sup> 1st day of July, 1996 by GEORGE L. HAYES, III, who ☒ is personally known to me or ☐ has produced \_\_\_\_\_ as identification and who ☐ did ☐ did not take an oath.

My Commission Expires:

  
\_\_\_\_\_  
Linda C. Johnson, Notary Public (SEAL)



FILED

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ACCEPTANCE

I hereby accept to act as Initial Registered Agent for CLEAR HAY INVESTMENTS CORPORATION, as stated in these Articles of Incorporation. SECRETARY, FLORIDA

GEORGE L. HAYES III SERVICES, INC., a  
Florida corporation

By: \_\_\_\_\_

George L. Hayes, III, President

(CORPORATE SEAL)