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 TO: DIVISION OF CORPORATIONS FROM: MUST, VALE, RONDO, MONRO, P.A.
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 STATE OF FLORIDA SUITE 900
 109 EAST PALMER STREET MIAMI FL 33131 - 00
 TALLAHASSEE FL 32319 CONTACT: NIURKA ALONSO
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 FAX: (305) 358-9490
 (((H96000009698))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BAYPOINT VENTURES, INC.
 FAX AUDIT NUMBER: H96000009698 CURRENT STATUS: REQUESTED
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 TALLAHASSEE, FLORIDA

7/12

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FAX AUDIT # H96000009698

ARTICLES OF INCORPORATION
OF
BAYPOINT VENTURES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is BAYPOINT VENTURES, INC. which address is 101 Wymore Road, Suite 500, Altamonte Springs, Florida 32714.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be the date upon which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE III

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 500 shares of Common Stock of a par value of \$1.00

THIS INSTRUMENT PREPARED BY:

Gerald J. Biondo, Esq.

FL Bar #: 154713

Murai Wald Biondo & Moreno P.A.

25 Southeast Second Avenue, Suite 900

Miami, Florida 33131

(305) 358-5900

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JUL 12 2000
CLERK OF DISTRICT COURT

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per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall not have pre-emptive rights to subscribe to the corporation's securities.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is 101 Wymore Road, Suite 500, Altamonte Springs, Florida 32714 and the name of the initial registered agent of this corporation at that address is Sam Majzoub.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the by-laws of the corporation.

The name and street address of the directors are:

Sam Majzoub
101 Wymore Road
Suite 500
Altamonte Springs, Florida 32714

Fred DelGuidice
101 Wymore Road
Suite 500
Altamonte Springs, Florida 32714

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ARTICLE VII

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Sam Majzoub
101 Wymore Road
Suite 500
Altamonte Springs, Florida 32714

ARTICLE VIII

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

FAX AUDIT # H96000009698

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 112 day of July, 1996.



SAM MAJZOUH

STATE OF FLORIDA)
COUNTY OF Seminole) SS.

The foregoing instrument was acknowledged before me this 16th day of July, 1996 by SAM MAJZOUH, who is personally known to me or who has produced _____ as identification.


NOTARY PUBLIC, STATE OF FLORIDA
Print name: Mark L. Stefan
Commission No.: 54511

My Commission expires:

G:\DELOUTY\REQ\SAY-VIR.DOC



MARK L. STEFAN
My Comm Exp. 4/30/00
Bonded By _____ Vice Pres
No. C. 5111
Personally Known _____ (Mark L. S.)

Fax Audit # H96000009698

CERTIFICATE OF REGISTERED AGENT

OF

BAYPOINT VENTURES, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That BAYPOINT VENTURES, INC. is desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Altamonte Springs, County of Seminole, State of Florida, has named Sam Majzoub, 101 Wymore Road, Suite 500, Altamonte Springs, Florida 32714 as its agent to accept service of process within this State.

A C K N O W L E D G E M E N T

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 10th day of July, 1996.

By: _____

SAM MAJZOUR

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96 JUL 12 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P9600058695
Robert E. Miller, P.A.
Attorney and Counselor At Law

Robert E. Miller
Admitted to Massachusetts Bar

220 Douglas Avenue
Suite 102
Altamonte Springs, Florida 32714
Telephone (407) 862-4566
Facsimile (407) 862-7719

December 17, 1996

Secretary of State
Division of Corporations
409 E. Gaines
Tallahassee, Florida 32314

RE: Baypoint Ventures, Inc.

700002032777--4
-12/18/96--01086--018
*****35.00 *****35.00

Dear Sir/Madam:

Enclosed please find the following for filling:

- 1) Operating check in the amount of \$35.00
- 2) Original and one (1) copy of Articles of Amendment of Articles of Incorporation of Baypoint Ventures, Inc.
- 3) Self-addressed, stamped envelope for return of copy

Please file the enclosed and return a copy to this office in the provided envelope.

If you have any questions concerning the enclosed, or require any further information, please do not hesitate to contact this office.

Very truly yours,

Laura D. Latimer
Laura D. Latimer
Legal Secretary/Office
Manager

ldl/enc.

Amend

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 18 PM 1:50

DEC 18 1996

ARTICLES OF AMENDMENT
ARTICLES OF INCORPORATION
OF
BAYPOINT VENTURES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 18 PM 1:50

1) Article IV - CAPITAL STOCK shall be amended to read as follows:

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall not have pre-emptive rights to subscribe to the corporation's securities.

The foregoing amendments were adopted by the directors shareholders of the corporation on the 17 day of December, 1996.

IN WITNESS WHEREOF, the undersigned President of this corporation has executed these Articles of Amendment this 17 day of December, 1996.

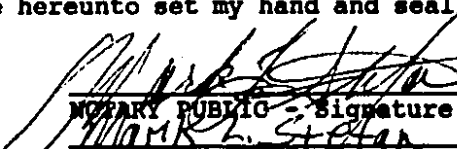


President

STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME the undersigned authority, personally appeared, SAM MAJZOUN, President, to me known to be the person who executed the foregoing Articles of Amendment and he acknowledged before me that he executed those Articles of Amendment for the purpose therein stated.

17th IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of December, 1996.



NOTARY PUBLIC - Signature
MARK L. STEFAN
Printed Signature of Notary
My Commission Expires:

personally known: ☒
identification presented: ☐



MARK L. STEFAN
My Comm Exp. X 04/03/2000
Bonded By Service Ins
No. CC545111
☐ Personally Known ☐ Other I.D.