

120 HAYS STREET
JUL-22 1996
901-2 001
P96000072741



PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 072419 7112920

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : September 3, 1996

ORDER TIME : 9:52 AM

ORDER NO. : 072419

CUSTOMER NO: 7112920

CUSTOMER: Ms. Wanda Hendricks
WOODWARD PIRES AND LOMBARDO

Suite 640
801 Laurel Oak Drive
Naples, FL 34108

200001937432
-09/03/96--01016--003
****122.50 ****122.50

DOMESTIC FILING

NAME: GB 200, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

9/3/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP -3 PM 12:41

The undersigned subscriber to these Articles of Incorporation, being competent to contract, hereby states the desire to form a corporation under the laws of the State of Florida.

ARTICLES OF INCORPORATION
OF
GB 200, INC.

RECORDED
INDEXED
FILED
1968-3-11
11:21 AM
CLERK OF DISTRICT COURT
NAPLES, FLORIDA

I. NAME

The name of the corporation is GB 200, Inc.

II. NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and the laws of the State of Florida.

III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is seven thousand five hundred (7,500) shares of common stock, all shares being with a par value of One Dollar (\$1.00).

IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is Five Hundred Dollars (\$500.00).

V. TERM OF EXISTENCE

This corporation is to exist perpetually.

VI. ADDRESS

The initial address of the principal office of this corporation in the State of Florida is 801 Laurel Oak Drive, Suite 604, Naples, Florida 34108.

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

VII. DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may, from time to time, be increased by the Bylaws adopted by the stockholders.

VIII. INITIAL DIRECTORS

The names and addresses of the first Board of Directors are: Aubrey J. Ferrao of 4001 Tamiami Trail North, Suite 350, Naples, FL 34103; Mark J. Woodward of 801 Laurel Oak Drive, Suite 640, Naples, FL 34108; and Anthony P. Pires, Jr., of 801 Laurel Oak Drive, Suite 640, Naples, FL 34108.

IX. SUBSCRIBER

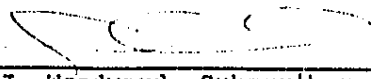
The name and address of the subscriber to these Articles of Incorporation is Mark J. Woodward of 801 Laurel Oak Drive, Suite 640, Naples, FL 34108.

X. REGISTERED AGENT

Mark J. Woodward, whose address for service of process is 801 Laurel Oak Drive, Suite 640, Naples, FL 34108, shall be the registered agent for the corporation.

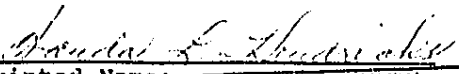
XI. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of stock entitled to vote thereon, unless all the stockholders and all the Directors sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation be made.


Mark J. Woodward, Subscriber

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 27th day of August, 1996, by MARK J. WOODWARD who is personally known to me and who did not take an oath.

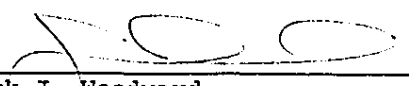

Printed Name: Wanda L. Hendricks
Notary Public
Commission No. 00564301
My Commission Expires July 5, 2000

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|---|
| OFFICIAL NOTARY SEAL WANDA L. HENDRICKS NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. 00564301 MY COMMISSION EXPIRES JULY 5, 2000 |
|---|

(SEAL)

ACKNOWLEDGMENT BY REGISTERED AGENT

Having been named to accept Service of Process for the above-stated 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 and complete performance of my duties.


Mark J. Woodward

This instrument prepared by:

Mark J. Woodward, Esquire
Woodward, Pires & Lombardo, P.A.
801 Laurel Oak Drive, Suite 640
Naples, Florida 34108
(941) 566-3131

FILED
IN 1301
96 SEP -3 PM 12:12
CLERK OF DISTRICT COURT
STATE OF FLORIDA

Woodward, Pires & Lombardo, P.A.
ATTORNEYS-AT-LAW

CHAIK M. WOODWARD*
MARK J. WOODWARD
ANTHONY P. PIRES, JR.
J. CHRISTOPHER LOMBARDO
STEVEN BLOUNT
MINNIE M. LARICA
WILLIAM H. NAUND
JAY A. HANKE
(BOARD CERTIFIED REAL ESTATE ATTORNEY)

996000072741

January 29, 1997

200002085212--3
-02/12/97--01073--005
*****35.00 *****35.00

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Gentlemen:

Re: Articles of Amendment for GB 200, Inc.

Enclosed are the original and one copy of the Articles of Amendment for the referenced corporation together with a check in the amount of \$35.00 to cover the fees for filing the Articles. After filing, please return a date-stamped copy to our office.

Should you have any questions, do not hesitate in contacting me.

Sincerely,

Wanda L. Hendricks

Wanda L. Hendricks, Sec'y
for Mark J. Woodward

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JAN 31 PM 1:29

APPROVED
AND
FILED

Enclosures as stated

WJ
996000072741
NQ
1-31-97

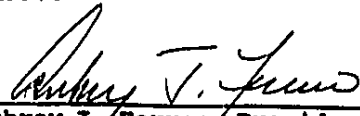
PLEASE RESPOND TO: NAPLES

606 BALD EAGLE DR., SUITE 500, P.O. BOX 1, MARCO ISLAND, FLORIDA 34146 (941) 394-5161 FAX (941) 642-6402
PELICAN BAY 801 LAUREL OAK DR., SUITE 640, NAPLES, FLORIDA 34108 (941) 566-3131 FAX (941) 566-3161

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION FOR
GB 200, INC.

BE IT HERE KNOWN THAT GB 200, INC., a duly registered corporation in the State of Florida, being officially registered September 3, 1996, under document number P96000072741, files this Amendment to its Articles of Incorporation:

1. The name of the corporation is GB 200, INC.
2. This Amendment to the Articles of Incorporation hereby changes the name to Gulf Bay 200, INC.
3. This Amendment was adopted by unanimous vote of all the Board of Directors and Shareholders of GB 200, INC., on the 23rd day of January, 1997.

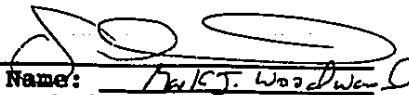

Aubrey J. Ferrao, President and
Sole Shareholder

(Corporate Seal)

APPROVED
AND
FILED
97 JAN 31 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before this 23rd day of January, 1997, by Aubrey J. Ferrao, as President and Sole Shareholder of GB 200, Inc., on behalf of the corporation. He is personally known to me and did not take an oath.


Print Name: Mark J. Woodward
Notary Public
Commission No. _____
My Commission Expires: _____



MARK J. WOODWARD
MY COMMISSION # CC278283 EXPIRES
May 6, 1997
BONDED THRU TROY FARM INSURANCE, INC.

(SEAL)