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JOHN L. GIOIELLO, P.A.

ATTORNEY AND COUNSELOR AT LAW

JOHN L. GIOIELLO, ESQ.

Street Address:
402 Jenks Avenue
Panama City, FL 32401

Telephone: (904) 763-9006

Mailing Address:
P. O. Box 1987
Panama City, FL 32402

Facsimile: (904) 785-8624

January 27, 1997

Secretary of State
Division of Corporations
409 Gaines Street
Tallahassee, FL 32313

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****122.50 ****122.50

RE: Sunset of Bay County, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Incorporation and designation of Registered Agent for filing with your office in regard to the above-referenced Florida corporation.

A check for \$122.50 is enclosed herewith to cover the cost of filing and for the certified copy. I would appreciate your returning the certified copy in the enclosed self-addressed, stamped envelope.

Thank you for your attention to this matter.

Sincerely,

John L. Gioiello
John L. Gioiello
bsc

JLG/bsc

cc: Allen F. Churchwell, Jr.

Enclosures

84 FEB - 3 1997

**ARTICLES OF INCORPORATION
OF
SUNSET OF BAY COUNTY, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I. - NAME

The name of the corporation is SUNSET OF BAY COUNTY, INC., which address is 402 Jenks Avenue, Panama City, FL 32401.

ARTICLE II. - PURPOSES

The corporation is being formed for the purpose of engaging in any lawful activity for which corporations may be organize.

ARTICLE III. - DURATION

The duration of the corporation shall exist perpetually commencing on the date of filing.

ARTICLE IV. - CAPITAL STOCK

The aggregate number of shares that the corporation shall have authority to issue is 100 shares of Ten Dollars (\$10.00) par value. All such shares shall be of a single class, designated as common.

**ARTICLE V. - PREFERENCES, LIMITATIONS AND
RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK**

Voting Rights: Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII. - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 402 Jenks Avenue, Panama City, FL 32401 and the name of the initial registered agent of this corporation at that address is John L. Gioiello, Esquire.

ARTICLE VIII. - INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are as follows:

Allen F. Churchwell, Jr.
c/o John L Gioiello, P.A.
P.O. Box 1987
Panama City, FL 32402

Michael Meints
c/o John L. Gioiello, P.A.
P. O. Box 1987
Panama City, FL 32402

ARTICLE IX. - INCORPORATION

The name and address of the person signing these articles is:

John L. Gioiello, Esquire
JOHN L. GIOIELLO, P.A.
402 Jenks Avenue
Panama City, FL 32401

ARTICLE X. - BYLAWS

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

ARTICLE XI. - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons:

| | | |
|--------------------------|---|-----------|
| Allen F. Churchwell, Jr. | - | 90 shares |
| Michael Meints | - | 10 shares |

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation. This article shall also govern for any additional shares issued to persons other than the initial shareholders named herein.

ARTICLE XII. - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII. - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by a majority of the outstanding shares.

ARTICLE XIV. - SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote, fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter, shall be the act of the shareholders.

ARTICLE XV. - SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation duly called as provided by law.

ARTICLE XVI. - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE XVII. - DIRECTOR QUORUM AND VOTING

All of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of all of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative of all of the remaining directors, shall be the act of the Board of Directors.

ARTICLE XVIII. - MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meeting of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XIX. - ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

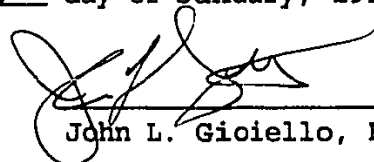
ARTICLE XX. - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XXI. - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 27th day of January, 1997.

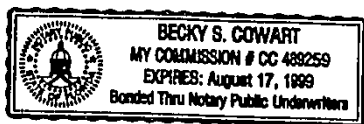

John L. Giciello, Esquire

STATE OF FLORIDA
COUNTY OF BAY

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared JOHN L.

. GIOIELLO, who is personally known to me to be the person described in and who executed the foregoing instrument or who produced _____ as identification, and who acknowledged before me the execution of same.

WITNESS my hand and official seal in the County and State last aforesaid this 27th day of January, 1997.



Becky S. Cowart
Notary Public
Typed Name Becky S. Cowart
My Commission Expires:
Commission No.:

REGISTERED AGENT ACCEPTANCE

I, John L. Gioiello, am hereby familiar with and accept the duties and responsibilities as registered agent for the aforesaid corporation.

Dated: January 27, 1997

John L. Gioiello
John L. Gioiello, Esquire

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