



THE UNITED STATES
CORPORATION
COMPANY

P970000018990

ACCOUNT NO. : 072100000032

REFERENCE : 276957 155222A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : February 28, 1997

ORDER TIME : 10:14 AM

ORDER NO. : 276957-005

EFFECTIVE DATE

2-27-97

900002101469--2

CUSTOMER NO: 155222A

CUSTOMER: Garret Barnes, Esq
BARNES WALKER, CHARTERED

3119 Manatee Avenue, West

Bradenton, FL 34205

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 FEB 28 PM 2:59

FILED

DOMESTIC FILING

NAME: SOUTH BAY INN, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS: _____

K.R.

FEB 28 1997

ARTICLES OF INCORPORATION
OF
SOUTH BAY INN, INC.

RECEIVED
2-27-97

FILED
97 FEB 28 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator subscribing to these Articles of Incorporation, being competent to contract, hereby forms a Corporation under the Laws of the State of Florida.

ARTICLE I

The name of this Corporation shall be: South Bay Inn, Inc., and its initial mailing address shall be: 211 S. Bay Blvd., Anna Maria, Florida 34216. The initial address of the Corporation's principal office shall be: 211 S. Bay Blvd., Anna Maria, Florida 34216.

ARTICLE II

The purpose of this Corporation is to engage in any and all business not prohibited by the Laws of the State of Florida.

This Corporation shall have all powers given corporations under the Laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time shall be five hundred (500) shares of common stock having a par value of One Dollar (\$1.00).

ARTICLE IV

This Corporation is to exist perpetually.

ARTICLE V

The name of the initial Registered Agent is Garret T. Barnes, and the street address of the initial registered office of this Corporation is 3119 Manatee Avenue West, Bradenton, Florida 34205. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VI

The name and address of each Incorporator of this Corporation is:

Garret T. Barnes
3119 Manatee Avenue West
Bradenton, FL 34205


FILED
97 FEB 28 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII

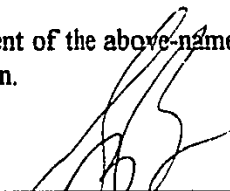
These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE VIII

Pursuant to the provisions of Chapter 607, Florida Statutes, this Corporation shall begin in existence on February 27, 1997, at 12:01 A.M.


_____(SEAL)
Garret T. Barnes, Incorporator

I hereby accept designation as Registered Agent of the above-named corporation, and I am familiar with and accept the obligations of the position.



Garret T. Barnes, Registered Agent