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March 14, 1997

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Florida Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Bay Construction and Development Company

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, the original Designation of Registered Agent, together with our filing fee check in the amount of \$122.50, for filing with your office on the above-referenced corporation. Please return a certified copy of the Articles to me upon filing.

Thank you for your attention to this matter.

Sincerely,



Derrick Bennett

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DIVISION OF CORPORATIONS  
STATE OF FLORIDA  
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Enclosures

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ARTICLES OF INCORPORATION  
OF  
BAY DESIGN AND DEVELOPMENT COMPANY

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CORPORATIONS  
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ARTICLE I - NAME

The name of this corporation is BAY DESIGN AND DEVELOPMENT COMPANY, hereinafter referred to as the "Corporation".

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Florida Department of State.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue 5,000.00 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street and mailing address of the initial office and the principal office of the Corporation is 1313 Capri Drive, Panama City, FL 32405 registered agent of the Corporation is Derrick Bennett whose address is 112 E. Third Court, Panama City, Florida 32401.

ARTICLE VI- INITIAL BOARD OF DIRECTORS

The Corporation shall have two Directors initially. The number of Directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one (1). The names and addresses of the initial Directors of the Corporation are:

Jim Carroll  
1313 Capri Drive, Panama City, FL 32405

Stacy Wilson  
1313 Capri Drive, Panama City, FL 32405

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:  
Derrick Bennett, 112 E. Third Court, Panama City, FL 32401.

ARTICLE VIII - BY-LAWS

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

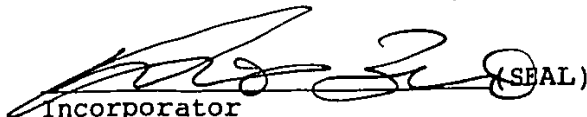
ARTICLE IX - INDEMNIFICATION

The Corporation shall defend, indemnify and hold harmless any member of the Board of Directors or officer of the Corporation, or any former officer or director, who is a party to any threatened or pending suit or proceeding by reason of the fact that he or she is or was a director, officer or agent of the Corporation.

ARTICLE X - AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by a majority vote of the members of the Board of Directors, subject to any limitation by law. The Board of Directors shall adopt Bylaws for the Corporation, which may be modified, amended or altered as allowed under said Bylaws.

IN WITNESS WHEREOF, the undersigned subscriber has hereunto executed these Articles of Incorporation this 14 day of March, 1997.

  
Incorporator (SEAL)

STATE OF FLORIDA  
COUNTY OF BAY

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared Derrick Bennett, who is personally known to me ~~or who produced~~ as identification, and who is known to me to be the person described in and who executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid on this, the 14<sup>th</sup> day of March, 1997.

Darlene C. Stanley  
Notary Public

My Commission Expires:

My Commission Number:



Darlene C. Stanley  
MY COMMISSION # CC641712 EXPIRES  
October 27, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT  
UPON WHOM PROCESS MAY BE SERVED


FILED  
CLERK OF DISTRICT COURT  
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In compliance with §48.901 and §607.034, Florida Statutes, the following is submitted.

FIRST that BAY DESIGN AND DEVELOPMENT COMPANY, desiring to be organized or qualify under the laws of the State of Florida, with its principal place of business at 1313 Capri Drive, Panama City, FL 32405, has named Derrick G. Bennett located at 112 East Third Court, Panama City, Florida, 32401, as its agent to accept service of process within Florida.

DATED this 14<sup>th</sup> day of March, 1997.

  
Incorporator

Having been named to accept service of process for the above named 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 performance of my duties.

  
Registered Agent