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FILED
97 APR 22 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 18, 1997

Department of State
Corporations Division
409 E. Gaines Street
Tallahassee, FL 32301

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-04/22/97--01097--003
*****70.00 *****70.00

Dear Sir or Madam:

Please accept for incorporation the enclosed articles of incorporation for South Bay Ventures, Inc.

Enclosed also is a check for the following fees:

Filing Fee	\$35.00
Registered Agent Designation	\$35.00
TOTAL	\$70.00

Thank you very much.

Sincerely,

Beth Folta

Beth Folta

PA
4/23/97

ARTICLES OF INCORPORATION
FOR
SOUTH BAY VENTURES, INC.,
A FLORIDA CORPORATION

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I
NAME

The name of the corporation is SOUTH BAY VENTURES, INC., hereinafter referred to as the "Corporation." The street address of the Corporation is 10 East Bayou Forest Drive, Freeport, FL 32439.

ARTICLE II
REGISTERED AGENT

The initial Registered Agent of the Corporation is Bethany L. Folta. The street address of the Registered Agent is 10 East Bayou Forest Drive, Freeport, FL 32439.

ARTICLE III
NATURE OF BUSINESS

The Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1 par value per share.

ARTICLE V
BOARD OF DIRECTORS

This Corporation shall have no directors initially. The affairs of the Corporation will be managed by the shareholders until such time directors are designated as provided by the Bylaws.

ARTICLE VI
TERM OF EXISTENCE

This corporation shall begin its existence on April 18, 1997. It shall have perpetual existence.

ARTICLE VII
INCORPORATOR

The incorporator of the corporation is Bethany L. Folta, 10 East Bayou Forest Drive, Freeport, FL 32439.

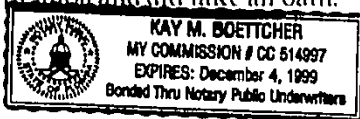
IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 18th day of April, 1997.

WITNESSES:

Bethany L. Folta
Bethany L. Folta

STATE OF FLORIDA
COUNTY OF Walton

The foregoing instrument was acknowledged before me this 18 day of April, 1997, by Bethany L. Folta. She is personally known to me or has produced a Florida driver's license as identification and did take an oath.



Kay M. Boettcher

Notary Public, State of Florida at Large
Serial Number:

REGISTERED AGENT CERTIFICATE

SOUTH BAY VENTURES, INC., a corporation duly organized under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 10 East Bayou Forest Drive, Freeport, FL 32439 in Walton County, Florida, has named Bethany Folta as its agent to accept service of process within this state. The street address of the Registered Agent is 10 East Bayou Forest Drive, Freeport, FL 32439.

SOUTH BAY VENTURES, INC.

Date: 4-18-97By: Bethany L. Folta
Bethany L. Folta, its president

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, and being familiar with the obligations of that position, 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.

Bethany L. Folta
Bethany L. FoltaDate: 4-18-97FILED
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