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FILED
97 JUL 10 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 1, 1997

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32301

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***122.50 ***122.50

Dear Sirs,

Enclosed are the Articles of Incorporation for Bailey Marine Incorporated, Registered Agent Acceptance, and a check in the amount of \$122.50 to cover the following charges:

Filing Fee	\$35.00
Registered Agent Designation	\$35.00
Certified copy of Articles of Incorporation	<u>\$52.50</u>
	\$122.50

Please file the enclosed Articles of Incorporation and forward a certified copy of the same to:

Damian J. Bavuso, CPA
24 Cathedral Place Suite 308
St. Augustine, FL 32084

If you need any additional information, please contact my office at (904) 826-4427.

Sincerely,



Damian J. Bavuso

R. C. T. & M. C. T.

JUL 10 1997

**Articles of Incorporation
of
Bailey Marine Incorporated**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**Article I
Corporate Name**

The name of this corporation is Bailey Marine Incorporated.

**Article II
Principal Office**

The principal place of business and mailing address of the corporation is

Bailey Marine
65 Lewis Boulevard
St. Augustine, FL 32084

**Article III
Shares**

The total number of shares which the corporation will have the authority to issue is 1000 shares with a par value of \$1.00 per share.

**Article IV
Registered Agent**

The name of the corporation's initial registered agent and the address of the initial registered office is

Frank E. Bailey
65 Lewis Boulevard
St. Augustine, FL 32084

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**Article V
Purpose**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of Florida.

**Article VI
Directors**

The name and residence addresses of the persons constituting the initial board of directors are:

Frank E. Bailey
65 Lewis Boulevard
St. Augustine, FL 32084

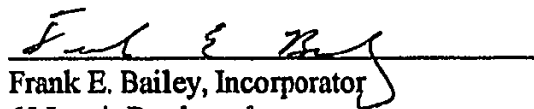
After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

**Article VII
Incorporators**

The name and residence address of the incorporator to these Articles of Incorporation is:

Frank E. Bailey
65 Lewis Boulevard
St. Augustine, FL 32084

The undersigned incorporator has executed these Articles of Incorporation this
30 day of JUNE, 1997.


Frank E. Bailey, Incorporator
65 Lewis Boulevard
St. Augustine, FL 32084

**Certificate of Designation of
Registered Agent/ Registered Office**

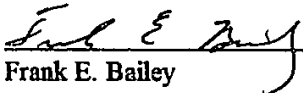
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the law of the state of Florida, submits the following statement in designating the Registered Office/ Registered Agent, in the state of Florida.

The name of the corporation is Bailey Marine Incorporated.

The name and address of the Registered Agent and Registered Office is:

Frank E. Bailey
65 Lewis Boulevard
St. Augustine, FL 32084

Having been named as a Registered Agent and to accept the service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Frank E. Bailey

6-30-97
Date

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