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Stephen F. Voigt, P.A.
Attorney at Law

2414 Bee Ridge Road
Sarasota, Florida 34239

Telephone (941) 925-2324
Fax (941) 921-2047

August 15, 1997

VIA OVERNIGHT

Florida Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

RE: SANDY BAY OF SIESTA, INC.

300002272563--1
-08/20/97--01088--017
*****70.00 *****70.00

Dear Sir/Madam:

I have enclosed for your review and filing the original and two (2) copies of the Articles of Incorporation for SANDY BAY OF SIESTA, INC., and a check in the amount of \$122.50 payable to The Florida Department of State for the following:

Filing Fee for Articles of Incorporation, F.S.	\$35.00
Filing Fee for Resident Agent F.S.	\$35.00
TOTAL:	\$70.00

FILED
97 AUG 19 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please return a copy of the Certificate of Incorporation to this office.

Thank you for your prompt attention to and cooperation in this matter.

Very truly yours,

Dmc
8/19/97

By:

Stephen F. Voigt, Esq.

SFV/mz
Enclosures

ARTICLES OF INCORPORATION
OF
SANDY BAY OF SIESTA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is SANDY BAY OF SIESTA, INC..

ARTICLE II - TERM

This corporation shall commence to exist on the time of the filing of these Articles of Incorporation by the Department of State of the State of Florida, and shall exist perpetually or until legally dissolved.

ARTICLE III - PURPOSE

This is a corporation for the purpose of conducting any or all lawful business, and doing all acts and things as are incidental to the foregoing or necessary or convenient to carry on the business of the corporation or to effect or promote the purpose for which the corporation is formed.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue SEVEN HUNDRED FIFTY (750) SHARES of ONE DOLLAR (\$1.00) PAR VALUE per share common stock.

ARTICLE V - PRINCIPAL OFFICE

The street address of the principal office of this corporation is 4150 ROBERTS POINT CIRCLE, SARASOTA, FL 34242.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address and the initial registered office of this corporation is DIANNA M. SMITH and that address is 2414 BEE RIDGE ROAD, SARASOTA, FLORIDA 34239.

ARTICLE VII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be executed by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation. This corporation shall have no directors.

ARTICLE VIII - INCORPORATOR


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

STEPHEN F. VOIGT
2414 BEE RIDGE ROAD
SARASOTA, FL 34239

ARTICLE IX - AMENDMENT

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

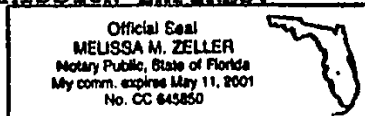
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15th day of August, 1997.



STEPHEN F. VOIGT

STATE OF FLORIDA)
) SS.
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 15th day of August, 1997 by STEPHEN F. VOIGT, who is personally known to me or who has produced N/A as identification and who did take an oath.

MY COMMISSION EXPIRES:




Notary Public

MELISSA M. ZELLER
Print Name

CONSENT OF REGISTERED AGENT

Having been named as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

STEPHEN F. VOIGT, P.A.