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LAW OFFICE  
**PEACOCK & GAFFNEY**  
PROFESSIONAL ASSOCIATION  
2348 SUNSET POINT ROAD  
CLEARWATER, FLORIDA 34625

RAY PEACOCK  
PATRICK F. GAFFNEY +  
PEGGY BURKE BEVILLE  
\* BOARD CERTIFIED  
MARITAL & FAMILY LAWYER

October 8, 1997

(813) 796-7774  
FAX (813) 797-6317

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL. 32301

500002318425--7  
-10/13/97--01035--014  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Suncoast Bay Properties, Inc.

Gentlemen:

Enclosed herewith please find the Charter for the above-referenced corporation, which we request that you file in your office. Also enclosed is a copy of the same, which we request that you certify and return to us.

Our check in the amount of \$122.50 is enclosed to cover your charges as follows:

Filing Fee	\$35.00
Certified copy	52.50
Resident Agent	35.00
	<u>\$122.50</u>

If anything further is required, please do not hesitate to contact me.

Sincerely yours,

  
Ray Peacock

RP:jm  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 13 PM 2:05  
2597

ARTICLES OF INCORPORATION  
OF  
SUNCOAST BAY PROPERTIES, INC.

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
97 OCT 13 PM 2:05

ARTICLE I - NAME

The name of this corporation is Suncoast Bay Properties, Inc.  
The address for the corporation is 1916 Sandstone Place,  
Clearwater, Florida 33760.

ARTICLE II - DURATION

This corporation shall exist for a perpetual period.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting  
any or all lawful business for which corporations may be  
incorporated.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of Five  
Dollar (\$5.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of  
this corporation of the same kind, class or series as that which he  
already holds, shall have the right to purchase his pro rata share  
thereof (as nearly as may be done without issuance of fractional  
shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this  
corporation is 1916 Sandstone Place, Clearwater, Florida 33760,  
and the name of the initial registered agent of this corporation at

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) director(s) initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than two (2). The names and addresses of the initial director of this corporation are:

James Thomas Spencer, 1916 Sandstone Place, Clearwater, FL. 33760

Larry Allen Jackson, 2371 Grove Ridge Drive, Palm Harbor, FL. 34683

#### ARTICLE VIII - INCORPORATORS

The names and addresses of the persons signing these Articles are:

James Thomas Spencer, 1916 Sandstone Place, Clearwater, FL. 33760

Larry Allen Jackson, 2371 Grove Ridge Drive, Palm Harbor, FL. 34683

#### ARTICLE IX - BYLAWS

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

#### ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names:

James Thomas Spencer and JoAnn Spencer - 50 shares

Larry Allen Jackson and Jill Jackson - 50 shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

#### ARTICLE XII - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

#### ARTICLE XIII - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in (special) meetings of the Board of Directors by means of conference telephone as provided by law, but (regular) meetings of the Board of Directors must be attended in fact in person by each Director.


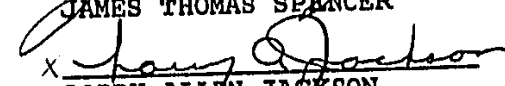
#### ARTICLE XIV - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE XV - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 2<sup>nd</sup> day of October, 1997.

  
JAMES THOMAS SPENCER  
  
LARRY ALLEN JACKSON  
"subscribers"

STATE OF FLORIDA  
COUNTY OF PINELLAS

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared JAMES THOMAS SPENCER and LARRY ALLEN JACKSON who are personally known to me or produced drivers' licenses as identification, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid this 7<sup>th</sup> day of October, 1997.



Sarah A. Evangelista  
MY COMMISSION # CC561764 EXPIRES  
June 17, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

Sarah A. Evangelista  
Notary Public

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: SUNCOAST BAY PROPERTIES, INC.
2. The name and address of the registered agent and office is  
James Thomas Spencer, 1916 Sandstone Place, Clearwater,  
33760

SIGNATURE: James A. Jackson X  
(corporate officer)

TITLE Vice President

DATE 10/7/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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 AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

SIGNATURE James Thomas Spencer

DATE 10/7/97 JAMES THOMAS SPENCER

James Thomas Spencer L.J.  
980

NOTARY ACKNOWLEDGMENT ATTACHMENT

STATE OF: Florida  
COUNTY OF: Pinellas

BEFORE ME, the undersigned authority, on this day personally appeared Larry Allen Jackson, who executed the foregoing instrument in his/her/their personal or authorized representative capacity (ies) indicated above, and

( ☒ ) who is personally known to me, or

(    ) who has produced \_\_\_\_\_,

and who did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid, this 6<sup>th</sup> day of October, 19 97.



Sarah A. Evangelista  
MY COMMISSION # CC561784 EXPIRES  
June 17, 2000  
BONDED THRU TROY PAW INSURANCE, INC.

Sarah A. Evangelista  
NOTARY PUBLIC

\_\_\_\_\_  
Name of Notary Printed:  
MY Commission Expires:  
MY Commission Number:

(SEAL)