

Siegfried F. Kessler

ATTORNEY AT LAW

5 CLIFFORD DRIVE

POST OFFICE BOX 302

SHALIMAR, FLORIDA 32579-0302

March 3, 1999

P98000022843

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

000002450820--2
-03/09/98-01089-021
****122.50 ****122.50

Re: Articles of Incorporation for
Bayside Construction and Supply, Inc..

Dear Sirs:

Enclosed please find check # 1169 in the amount of \$122.50 made payable
to Florida Secretary of State for the filing fee in regard to the above new corporation.

If you should have any questions, please contact this office.

Sincerely,


Siegfried F. Kessler

SFK/mat

Encl. a/s

FILED
98 MAR -9 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

03-02-98

SIEGFRIED K. GAVE
AUTHORIZATION BY PHONE TO
CORRECT ART. VIII
DATE 3-11-98
DOC. EXAM QK

QK 3-11-98

**ARTICLES OF INCORPORATION
OF
BAYSIDE CONSTRUCTION AND SUPPLY, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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MAR 11 11:06

ARTICLE I - NAME

The name of this corporation is **BAYSIDE CONSTRUCTION AND SUPPLY, INC.**,

ARTICLE II-DURATION

EFFECTIVE DATE

03-02-98

This corporation shall have a perpetual existence commencing on the date of signing of the Articles of Incorporation, or March 2, 1998.

ARTICLE III-PURPOSE

This corporation is organized for the purpose of transacting any/or all lawful business as allowed under the laws of Florida and the United States of America.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 5,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "common shares".

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 - STOCKHOLDER AND CORPORATION OPTION TO
PURCHASE STOCK**

In case a stockholder desires to sell his shares of stock he must first offer them for sale to the remaining stockholders, it being the intention to give them a preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

If none of the stockholders desire to purchase the shares of stock, the stockholder must then offer the corporation the option to purchase, it being the intention to give the corporation the second preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

A stockholder desiring to sell his stock shall file notice in writing of his intention with the secretary of the corporation, stating the terms of sale, and unless his terms are accepted by any or all of the other stockholders within ten (10) days thereafter, then the corporation has five (5) days to exercise its option. If neither the shareholders nor the corporation exercise their option, then they shall be deemed to have waived their privilege of purchasing, and the stockholder will be at liberty to sell to anyone else.

ARTICLE VII - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this corporation is 204 Sandstone Drive, Santa Rosa Beach, Florida 32459 and mailing address is P.O. Box 1346, Santa Rosa Beach, Florida 32459.

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5 Clifford Dr., Shalimar, FL 32579. and the name of the initial registered agent of this corporation at this address is, Siegfried F. Kessler.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have (3) three 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. The name and address of the initial directors and officers of this corporation are:

President/Director	JAMES D. WATTERS 204 Sandstone Drive Santa Rosa Beach, FL 32459
Vice President/Director	DON BEATTY 204 Sandstone Drive Santa Rosa Beach, FL 32459
Secretary/Treasurer/Director	JAMES D. WATTERS 204 Sandstone Drive Santa Rosa Beach, FL 32459

ARTICLE X - INCORPORATORS

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

SIEGFRIED F. KESSLER
5 Clifford Drive
Shalimar, Florida 32579

ARTICLE XI - BY-LAWS

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

ARTICLE XII - ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XIII - AMENDMENT

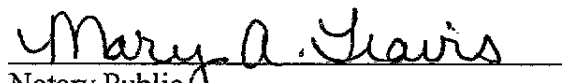
This corporation reserves the right to amend or repeal any amendment hereto, and any right, conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 25th day of February, 1998.

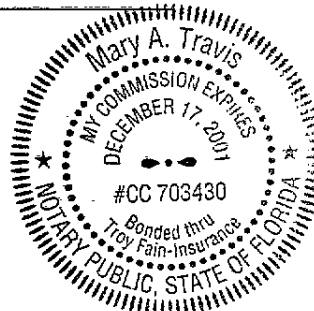

SIEGFRIED F. KESSLER

STATE OF FLORIDA
COUNTY OF OKALOOSA

Sworn to and subscribed before me this 25th day of February, 1998, by Siegfried F. Kessler.


Notary Public

Personally known: X or produced identification: _____ Type of identification produced: _____



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in
compliance with said Act:

First- That BAYSIDE CONSTRUCTION AND SUPPLY, INC., desiring to
organize under the laws of the State of Florida with its principal office in the city of Sant
Rosa Beach, Florida, has named SIEGFRIED F. KESSLER, located at 5 Clifford Drive,
Shalimar, Florida 32579, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above mentioned stated
corporation, at place designated in this certificate, I hereby accept the act in this in
capacity, and agree to comply with the provision of said act relative to keeping open said
office.

Dated this 25th day of February, 1998.

By:

Siegfried F. Kessler
SIEGFRIED F. KESSLER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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