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THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 738311 7144657
AUTHORIZATION : Patricia Pizzuto
COST LIMIT : \$ 122.50

ORDER DATE : March 12, 1998
ORDER TIME : 10:27 AM
ORDER NO. : 738311-005
CUSTOMER NO: 7144657

800002455368--9

CUSTOMER: Joseph L. Parisi, Esq
JOSEPH LIVIO PARISI, ESQ
Suite 350
4001 Tamiami Trail N.
Naples, FL 34103

DOMESTIC FILING

NAME: GULF BAY ADVERTISING AGENCY, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith
EXAMINER'S INITIALS:

RECEIVED
98 MAR 12 AM 11:33
DIVISION OF CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 12 PM 1:20

3-12-98
85-81-3
KES

**ARTICLES OF INCORPORATION
OF
GULF BAY ADVERTISING AGENCY, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 12 PM 1:20

The undersigned subscriber hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be GULF BAY ADVERTISING AGENCY, INC. The address of the principal office of this corporation shall be 4001 Tamiami Trail North, Suite 350, Naples, Florida 34103, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This 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 III. CAPITAL STOCK

The maximum number of stocks that this corporation is authorized to have outstanding at any one time is seven thousand five hundred (7,500) shares of common stock having one dollar (\$1.00) par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 801 Laurel Oak Drive, Suite 710, Naples, Florida 34108 and the name of the initial registered agent of the corporation at that address is Mark J. Woodward.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

The names and addresses of the first Board of Directors are: Anthony DiNardo of 4001 Tamiami Trail North, Suite 350, Naples, FL 34103; Joseph Livio Parisi of 4001 Tamiami Trail

North, Suite 350, Naples, FL 34103; and Mark J. Woodward of 801 Laurel Oak Drive, Suite 710, Naples, FL 34108.

ARTICLE VII. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is Joseph Livio Parisi of 4001 Tamiami Trail North, Suite 350, Naples, FL 34103.

ARTICLE VIII. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of stock entitled to vote thereon, unless all the stockholders and all the Directors sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation be made.




Joseph Livio Parisi, Subscriber

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 12 PM 1:20

STATE OF FLORIDA)
)
COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this 16th day of March, 1998, by JOSEPH LIVIO PARISI, who is personally known to me and who did not take an oath.

OFFICIAL NOTARY SEAL
DANA L FADER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC714818
MY COMMISSION EXP. FEB. 8, 2002



Printed Name: Dana Fader
Notary Public
Commission No. CC 714818
My Commission Expires:

ACKNOWLEDGMENT BY REGISTERED AGENT

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 provision of all statutes relative to the proper and complete performance of my duties.



Mark J. Woodward