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May 29, 1998

Department of State  
Division of Corporations  
409 E. Gains Street  
Tallahassee, FL 32399

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-06/02/98--01086--012  
\*\*\*\*122.50 \*\*\*\*122.50

SUBJECT: BAYMATCH, INC.

Enclosed are an original and one (1) copy of the articles of incorporation and a check for \$122.50.

FROM: THOMAS E. ACEY, JR.  
132 10TH AVENUE NORTH, SUITE 102  
SAFETY HARBOR, FL 34695  
DAYTIME TELEPHONE NUMBER: (813) 796-9484

APPROVED  
AND  
FILED  
98 JUN - 2 AM 9:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
BAYMATCH, INC.**

**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    NAME**

The name of the corporation is: BAYMATCH, INC.

**ARTICLE II    PRINCIPAL OFFICE**

The principal place of business and mailing address of his corporation shall be: 3710 Watrous Avenue, Tampa, Florida 33629

**ARTICLE III    SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock.

**ARTICLE IV    INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is: Carl A. Decanini, 3710 Watrous Avenue, Tampa, Florida 33629

**ARTICLE V    DIRECTORS**

The powers of the incorporator are to terminate upon filing of the Articles of Incorporation, and the names and mailing address of the persons who are to serve as directors until the first annual meeting of stockholders or until their successors are elected are as follows:

Name and address:    Carl A. Decanini  
                              3710 Watrous Avenue  
                              Tampa, Florida 33729

Sylvia Anne Decanini  
3710 Watrous Avenue  
Tampa, Florida 33729

APPROVED  
AND  
FILED  
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TALLAHASSEE, FLORIDA

## **ARTICLE VI DIRECTOR LIABILITY**

Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporations; or (4) a transaction from which the directors derived an improper personal benefit.

IN WITNESS WHEREOF, this undersigned Incorporator has executed these Articles of Incorporation this 29TH day of MAY, 1998.

  
Incorporator

Having been named as registered agent for the above-stated corporation, 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.

  
Registered Agent

APPROVED  
AND  
FILED

98 JUN -2 AM 9:01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA