

STOKES & COMPANY
BUILDERS & DEVELOPERS

9551 BAYMEADOWS ROAD, SUITE 4
JACKSONVILLE, FLORIDA 32256
(904) 739-2249



P98000061005

July 8, 1998

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

BY FEDERAL EXPRESS

Re: Shell Bay, Inc.

300002584413--2
-07/08/98--01053--001
*****70.00 *****70.00

Gentlemen:

Enclosed for filing is an executed original of the Articles of Incorporation of Shell Bay, Inc., together with the Certificate Designating Registered Agent and Registered Office.

Also enclosed is a check in the amount of \$70.00 to cover the filing fees:

Filing fee	\$35.00
Designation of Registered Agent and Registered Office	<u>35.00</u>
Total	<u>\$70.00</u>

If you have any questions concerning this incorporation, please let me know.

Sincerely,

Sherry Hice
Sherry Hice

Enclosures

APPROVED
AND
FILED
98 JUL -9 AM 7:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK JUL 1 U 1998

APPROVED
AND
FILED

98 JUL -9 AM 7:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SHELL BAY, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is Shell Bay, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged.

ARTICLE III - PURPOSES

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

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (100) shares of voting common stock with a par value of \$1.00 per share. The shares of stock may be issued for such consideration, having a value of not less than the par value of the shares issued therefor, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and non-assessable.

ARTICLE V - PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 9551 Baymeadows Road, Suite 4, Jacksonville, Florida 32256.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 9551 Baymeadows Road, Suite 4, Jacksonville, Florida 32256, and the name of the initial registered agent of this corporation is E. Chester Stokes, Jr.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Initial Directors. The names and street addresses of the members of the first board of directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
E. Chester Stokes, Jr.	9551 Baymeadows Road, Suite 4 Jacksonville, Florida 32256

Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

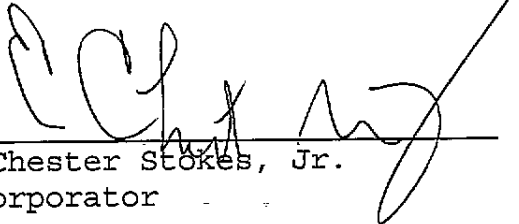
ARTICLE VIII - BYLAWS

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
REGISTERED OFFICE FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

-In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

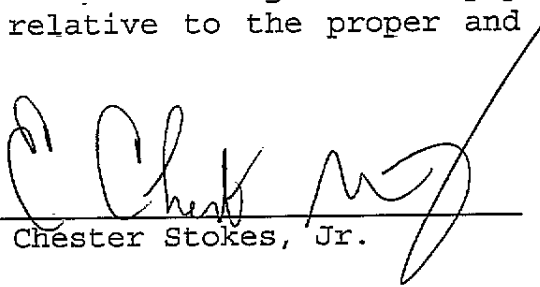
Shell Bay, Inc., desiring to organize or qualify under the laws of the State of Florida, hereby designates E. Chester Stokes, Jr., its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 9551 Baymeadows Road, Suite 4, Jacksonville, Florida 32256.



E. Chester Stokes, Jr.
Incorporator

Dated: July 1, 1998

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.



E. Chester Stokes, Jr.

Dated: July 1, 1998

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA