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September 18, 1998

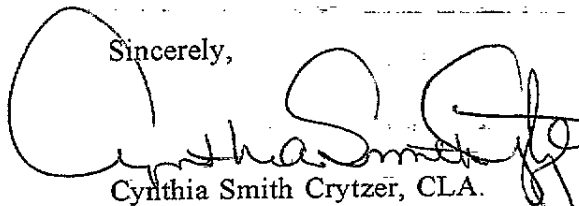
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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****125.00 ****125.00

Dear Ms. Mortham:

Enclosed please find the Articles of Incorporation for Bayfront Carpentry, Inc., a copy of said Articles, the Registered Agent's Certificate and a check in the amount of \$122.50 representing your filing fee. Thank you for your assistance with this matter. If you have any questions, feel free to call me.

Sincerely,


Cynthia Smith Crytzer, CLA.
Certified Legal Assistant

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

TA-9/24/98

ARTICLES OF INCORPORATION
OF
BAYFRONT CARPENTRY, INC.

The undersigned subscriber to these Articles of Incorporation, Bernd Mandershied being a natural person competent to contract, hereby acknowledges and files these ARTICLES OF INCORPORATION in the Office of the Secretary of State of the State of Florida in order to form a Corporation for profit under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation is BAYFRONT CARPENTRY, INC. The principal office and mailing address of the corporation is 2055 Trade Center Way, Naples, Florida 34109.

ARTICLE II

DURATION

The Corporation shall have perpetual existence, commencing on September 21, 1998.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 1000 shares of \$1.00 par value stock, which shall be designated "common shares." The stock of the Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and all regulations issued thereunder. Such actions as are necessary will be taken by the officers of this Corporation in order to qualify under Section 1244. This Corporation is being capitalized and its stock is being issued to comply with the aforementioned section of the Internal Revenue

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Code.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 2055 Trade Center Way, Naples, Florida 34109, and the name of the initial registered agent of the Corporation at that address is William H. Potter. The Directors of this Corporation may from time to time change the registered office or registered agent, or both, by appropriate notice to the Secretary of State.

ARTICLE VI

DIRECTORS

The Corporation shall have not less than one Director, as provided by the By-Laws. Directors shall hold office for the term provided in the By-Laws or until their successors have been duly elected and qualified.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The following shall constitute the initial Board of Directors of this Corporation:

**Bernd Manderschied
2055 Trade Center Way,
Naples, Florida 34109**

**William H. Potter
69 Southport Cove
Bonita Springs, Florida**

ARTICLE VIII

INCORPORATORS

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

**Bernd Manderschied
2055 Trade Center Way
Naples, Florida 34109**

ARTICLE IX

BY-LAWS

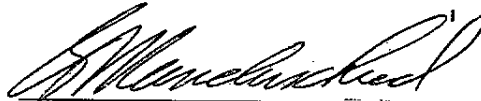
The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders in the manner provided by the laws of the State of Florida.

ARTICLE X

AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by the laws of the State of Florida.

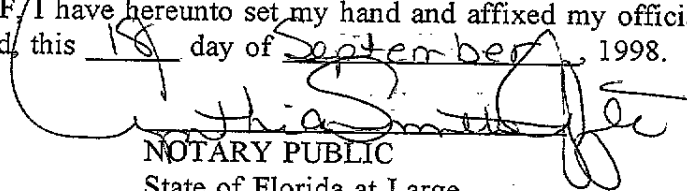
IN WITNESS WHEREOF, the undersigned Subscribers have executed these Articles of Incorporation this 18 day of September, 1998.


BERND MANDERSCHIED

STATE OF FLORIDA
COUNTY OF COLLIER

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Bernd Manderschied, known to me and known by me to the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he 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 18 day of September, 1998.


NOTARY PUBLIC

State of Florida at Large

Dues License
My commission expires:

(SEAL) OFFICIAL NOTARY SEAL
CYNTHIA SMITH CRYTZER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC439565
MY COMMISSION EXP. FEB. 28, 1999

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That BAYFRONT CARPENTRY, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the County Collier, State of Florida, has named William H. Potter located at 2055 Trade Center Way, Naples, Florida 34109, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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



William H. Potter

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TALLAHASSEE, FLORIDA