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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

BAYSHORE HOLDINGS, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 28, 1999

EMPIRE

SUBJECT: BAYSHORE HOLDINGS, INC.
REF: W99000002254

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ARTICLES OF INCORPORATION

OF

BAYSHORE HOLDINGS, INC.

These Articles are in compliance with Chapter 607, F.S.

Article I

The name of this corporation shall be:

BAYSHORE HOLDINGS, INC.

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Article II

This corporation shall commence existence upon the date of filing with the Division of Corporations, state of Florida, and shall have perpetual existence.

Article III

The principal place of business and mailing address of this corporation shall be: 1717 N. BAYSHORE DRIVE, SUITE #102
MIAMI, FL 33132

Article IV

The general nature of business of this corporation is to transact any and all lawful business.

Article V

The number of shares which this corporation shall have authority to issue is 100 shares, having an individual par value of \$1.00

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

Article VI

The name and street address of the initial Registered Agent of this corporation shall be: DENNIS R. BEDARD
1717 N. BAYSHORE DRIVE, SUITE #102
MIAMI, FL 33132

PREPARED BY: RAY STORMONT, EMPIRE CORPORATE KIT COMPANY,
1492 WEST FLAGLER STREET, #200, MIAMI, FL 33135, (305) 541-3694

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Article VII

The initial board of Directors shall consist of a total of 2 person(s) and the name and address of the person(s) who are to serve as an initial director(s)

RICARDO OLIVIERI 1717 N. BAYSHORE DRIVE, SUITE #102
PRES./VICE-PRES./TREAS. MIAMI, FL 33132

BERNARD SIEGEL 1717 N. BAYSHORE DRIVE, SUITE #102
SEC. MIAMI, FL 33132

Article VIII

The name and address of the incorporator executing these Articles of Incorporation is:

EMPIRE CORPORATE KIT OF AMERICA, INC.
1492 WEST FLAGLER STREET #200
MIAMI, FL 33135

The undersigned has executed these Articles of
Incorporation this 22ND day of JANUARY, 1999.

Ray Stormont
Incorporator
Ray Stormont, President
Signing for
Empire Corporate Kit of America, Inc.

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CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

First that Brayshore Holdings, Inc.
(Name of Corporation)

desiring to organize under the laws of the State of (Florida)

with its principal office, as indicated in the articles of incorporation has

named Dennis R. Bedard
(Name of Registered Agent)

located at 1717 N. Brayshore Dr., Suite 102

City of Miami County of Miami State of Florida, as its

agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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