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REFERENCE: 137164 4346980

AUTHORIZATION :

ORDER DATE: February 17, 1999

ORDER TIME : 9:49 AM

ORDER NO. : 137164-005

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CUSTOMER NO: 4346980

CUSTOMER: Ms. Felicia M. Twardoch

KALISH & WARD KALISH & WARD

101 East Kennedy Boulevard

4100 Barnett Plaza Tampa, FL 33602

DOMESTIC FILING

NAME:

BAYSHORE EAST CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

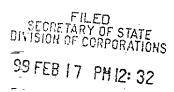
___ CERTIFIED COPY PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

ARTICLES OF INCORPORATION OF BAYSHORE EAST CORPORATION



The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

	ARTICLE I	_	
	<u>Name</u>	-	
The name of this corporation shall be	: Bayshore East Corporation.		
	ARTICLE 2	-	
PRINCIPAL OFFI	CE AND MAILING ADDRESS		
The address of the principal office ar	d the mailing address of this corpor	ration shall be:	
	ay Plaza Boulevard Suite 501 a, Florida 33619	=======================================	
	ARTICLE 3		
<u>C</u> 4	APITAL STOCK		
1. <u>Authorized Capitalization</u> . to be issued by this Corporation shall be:	The total number of shares of cap	itāl stock authorized	
100,000 shares of common s	tock, par value \$.001 per share (the	"Common Stock").	
2. Payment for Stock. All or any part of the consideration for the issuance of the capital stock of this Corporation may be in cash, property or labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for that purpose, which consideration, in any event, shall not be less than the par value of the shares issued therefor. All stock when issued shall be fully paid and nonassessable.			
3. Voting. The voting power Common Stock. Holders of shares of Common Stock. There shall be no cumulating	er of this Corporation shall be very mon Stock shall be entitled to one very very of the clection of directors.	ote for each share of	
4. <u>Dividends</u> . Any and all div	idends are to be shared among the	holders of shares of	

ARTICLES OF INCORPORATION OF BAYSHORE EAST CORPORATION

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ARTICLE 4

REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this corporation shall be located at 101 E. Kennedy Boulevard, Suite 4100, Tampa, Florida 33602 and the initial registered agent of this corporation at such office shall be R. Reid Haney. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE 5

BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

ARTICLE 6

INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall consist of two (2) members, such members to hold office until her successors have been duly elected and qualify. The names and street addresses of the initial directors are:

<u>Name</u>	Address
James W. Lewis, Jr.	9260 Bay Plaza Boulevard - Suite 501 Tampa, Florida 33619
Christopher R. Lewis	9260 Bay Plaza Boulevard - Suite 501 Tampa, Florida 33619

ARTICLE 7

INCORPORATOR

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	Address
R. Reid Haney	101 E. Kennedy Boulevard Suite 4100 – Tampa, Florida 33602 –

ARTICLES OF INCORPORATION OF BAYSHORE EAST CORPORATION

PAGE 3

ARTICLE 8

PURPOSES AND DURATION

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act. This corporation shall have perpetual existence.

ARTICLE 9

BYLAWS

The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation.

ARTICLE 10

AMENDMENT OF ARTICLES OF INCORPORATION

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE 11

AFFILIATED TRANSACTIONS

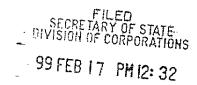
The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

DATED this /b day of February, 1999.

R. REID HAIVEY

BAYSHORE EAST CORPORATION ACCEPTANCE OF SERVICE AS REGISTERED AGENT



The undersigned, R. REID HANEY, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this /64/1 day of February, 1999.

R REID HANEY