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11300 - 4th Street North,  
Suite 200  
St. Petersburg, FL 33716  
Phone (813)577-9197  
Fax (813)579-0145

May 14, 1999

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

800002882668--5  
-05/21/99-01085-009  
\*\*\*\*122.50 \*\*\*\*\*78.75

Attn: New Filings Sections

Dear Sir/Madam:

Enclosed please find original and one copy of Articles of Incorporation for Ballast Point Management Services, Inc., along with a check in the amount of \$122.50 to cover the filing fees. Also included is a postage-paid, pre-addressed envelope so that you may return a certified copy of the filed document to our office.

I can be reached at (727) 576-0047, if you have any questions. Thank you for your assistance in this matter.

Sincerely,

Judy L. Pennala  
Certified Legal Assistant

JLP:kk  
Enclosures

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99 MAY 21 AM 11:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5-25  
WS

ARTICLES OF INCORPORATION  
OF BALLAST POINT MANAGEMENT SERVICES, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of this corporation is BALLAST POINT MANAGEMENT SERVICES, INC.

ARTICLE II - Duration

This corporation shall have perpetual existence.

ARTICLE III - Purpose

This corporation is organized to include the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes (1993) as presently enacted and as it may be amended from time to time.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 1,000,000 shares of One Dollar (\$1.00) per value common stock, which shall be designated as "Common Shares."

ARTICLE V - Preemptive Rights

Every shareholder, upon an offer for sale for cash of any new stock or authorized but unissued stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - Initial Registered Office and Agent

The street address of the initial registered agent and the principal office of this corporation is 11300 Fourth Street North, St. Petersburg, Florida 33716-2940, and the name of the initial registered agent of this corporation at that address is **James M. Chadwick**.

ARTICLE VII - Initial Board of Directors

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial directors of this corporation is:

<u>Name</u>	<u>Address</u>
James M. Chadwick	11300 Fourth Street North, Suite 200 St. Petersburg, FL 33716-2940

Bruce R. Keene	11300 Fourth Street North, Suite 200 St. Petersburg, FL 33716-2940
M. Steven Sembler	11300 Fourth Street North, Suite 200 St. Petersburg, FL 33716-2940

ARTICLE VIII - Incorporators

The name and address of the person signing these Articles:

<u>Name</u>	<u>Address</u>
M. Steven Sembler	11300 Fourth Street North, Suite 200 St. Petersburg, FL 33716-2940

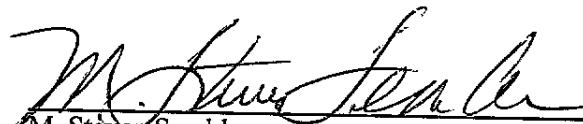
ARTICLE IX - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE X - Amendment

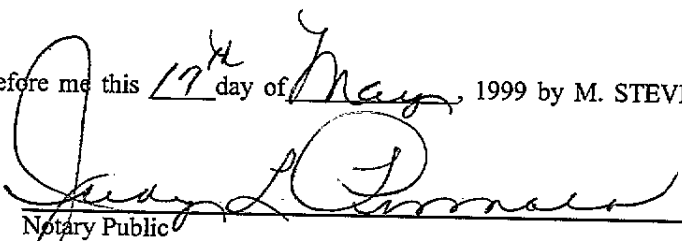
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, any right conferred upon the shareholders is subject to this reservation.

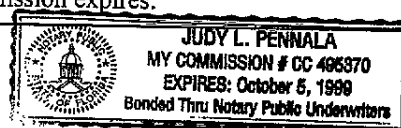
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14th day of May, 1999.

  
M. Steven Sembler

STATE OF FLORIDA     )  
COUNTY OF PINELLAS )

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of May, 1999 by M. STEVEN SEMBLER.

  
Notary Public  
My commission expires:

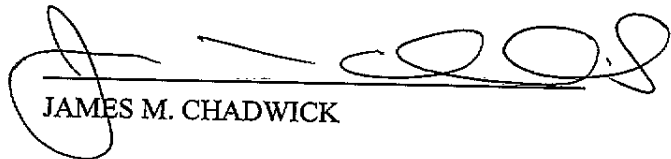


**CERTIFICATE DESIGNATING REGISTERED AGENT AND STREET ADDRESS  
FOR SERVICE OF PROCESS WITHIN FLORIDA**

Pursuant to Florida Statute 48.091, BALLAST POINT MANAGEMENT SERVICES, INC., desiring to organize under the laws of the State of Florida, hereby designates **James M. Chadwick**, located at 11300 Fourth Street North, Suite 200, St. Petersburg, Florida 33716-2940, as its registered agent to accept service of process within the State of Florida.

**ACCEPTANCE OF DESIGNATION**

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation at the place designated above, and agrees to comply with the provisions of Florida Statute 48.091(2) relative to maintaining an office for the service of process.

  
JAMES M. CHADWICK

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA