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SPOTTSWOOD, SPOTTSWOOD AND SPOTTSWOOD
ATTORNEYS AND COUNSELORS AT LAW
500 FLEMING STREET
POST OFFICE BOX 1900
KEY WEST, FLORIDA 33041-1900

FILED

99 AUG 25 PM 5:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JOHN M. SPOTTSWOOD, JR.
WILLIAM B. SPOTTSWOOD

August 24, 1999

TELEPHONE

305 - 294 - 9556

TELECOPIER

305 - 292 - 1982

OF COUNSEL:

JOHN M. SPOTTSWOOD (1920-1975)

Division of Corporations
Secretary of State
409 E. Gaines Street
Tallahassee, FL 32301

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-08/25/99-01043-012
*****78.75 *****78.75

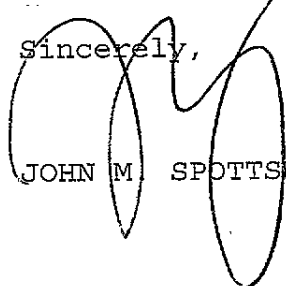
RE: BAYMORE AND COMPANY, INC.

Dear Sir:

Enclosed you will find the original and one copy of the Articles of Incorporation on the above referenced for filing with your office. I have also enclosed my check in the amount of \$78.75 as payment for the filing fee and a certified copy of the Articles. If I can be of any further assistance to you concerning this matter, please call me or my secretary, Robin Gedmin.

Thanking you for your assistance with this matter, I am,

Sincerely,



JOHN M. SPOTTSWOOD, JR.

JMSjr/rrg

Enclosures

Federal Express

John M. Spottswood GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Notes*
DATE *9/1/99*
DOC. EXAM *Dennis Brown*

D. BROWN SEP - 1 1999

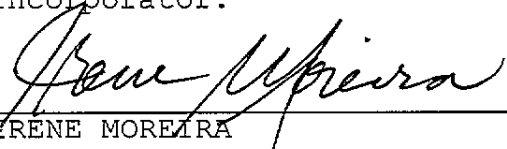
ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

- FIRST: The name of this corporation is: BAYMORE AND COMPANY, INC
- SECOND: This corporation is organized for the purpose of transacting any and all lawful business for which the corporation may be formed under Chapter 607 of the Florida Statutes.
- THIRD: This corporation is authorized to issue 1,000 shares of common stock, par value \$1.00 per share.
- FOURTH: The name and address of the initial registered agent of this corporation is: CONCEPCION LLERENA, whose address is 760 62nd Street, Ocean, Marathon, FL 33050.
- FIFTH: The name and address of the initial director is: IRENE MOREIRA, whose address is 413 Sombrero Beach Road, Marathon, FL 33050. The number of directors may be increased or decreased from time to time as provided in the By-laws but shall never be less than one.
- SIXTH: The name and address of the incorporator of this corporation is: IRENE MOREIRA, whose address is 413 Sombrero Beach Road, Marathon, FL 33050.
- SEVENTH: This corporation shall indemnify its officers, directors, employees and agent to the full extent permitted by law.
- EIGHTH: This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.
- NINTH: The address of the corporation is 413 Sombrero Beach Road, Marathon, FL 33050.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24 day of August, 1999.

Incorporator:



IRENE MOREIRA

STATE OF FLORIDA

COUNTY OF MONROE.

The foregoing instrument was acknowledged before me this 24th day of August, 1999, by IRENE MOREIRA, who is personally known to me or who has produced Florida Drivers License as identification.

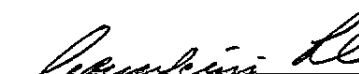


NOTARY PUBLIC

Angela N. Lucido
Printed Name of Notary Public
MY COMMISSION # CC881782 EXPIRES
JULY 5, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appoint as registered agent contained in the foregoing Articles of Incorporation.


CONCEPCION LLERENA

FILED
AUG 25 PM 5:26
TALLAHASSEE, FLORIDA
1999