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From: Account Name : CONERLY & HELMICH, P.L.L.C.
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FLORIDA PROFIT CORPORATION OR P.A.

Blue Point Intl., Inc.

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ARTICLES OF INCORPORATION

of BLUE POINT INTL., INC.

ARTICLE I

NAME

The name of this Corporation is BLUE POINT INTL., INC.

ARTICLE II

DURATION

This Corporation shall have perpetual existence.

ARTICLE III

PURPOSE

This Corporation is organized for the purpose of conducting real estate investments and all associated activities.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 7,500 shares of \$1.00 par value common stock, which shall be designated "common shares".

ARTICLE V

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale of any new 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 (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 office of this Corporation is 1244 Deerwood Drive, Destin, FL

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Prepared by: Lamar Conerly, Jr., Esq.
P.O. Box 5499
Destin, Florida 32541
(850) 650-4747

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TALLAHASSEE, FLORIDA

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32541, and the initial registered agent of this Corporation at that address is Lorie Dannecker.

ARTICLE VII

PRINCIPAL OFFICE

The principal office and mailing address of this Corporation is:

1244 Deerwood Drive
Destin, FL 32541

ARTICLE VIII

INCORPORATOR

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

Lamar Conerly, Jr., Esq.
P.O. Box 5499
Destin, FL 32540

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

ACTION BY DIRECTORS OR SHAREHOLDERS WITHOUT A MEETING

The directors or shareholders of this Corporation may take action by written consent as provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2nd day of September, 1999.


Lamar Conerly, Jr.

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Prepared by: Lamar Conerly, Jr., Esq.
P.O. Box 5499
Destin, Florida 32541
(850) 650-4747

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STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to take acknowledgments personally appeared Lamar Conerly, Jr., who is personally known, and who did take an oath, and who is the person who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 2nd day of September, 1999.



Colleen M. Kramer
My Commission CC805386
Expires January 31, 2003

Colleen M. Kramer
Notary

ACCEPTANCE

I hereby am familiar with and accept the duties and responsibilities as registered agent for BLUE POINT INTL., INC.

Lorrie Dannecker
Lorrie Dannecker,
Registered Agent

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to take acknowledgments personally appeared Lorrie Dannecker, who is either personally known or who has produced FL Driver's License as identification, and who did take an oath, and who is the person who executed the foregoing Acceptance and acknowledged before me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 2nd day of September, 1999.



Colleen M. Kramer
My Commission CC805386
Expires January 31, 2003

Colleen M. Kramer
Notary

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