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FLORIDA PROFIT CORPORATION OR P.A.

Texbay Industries, Inc.

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ARTICLES OF INCORPORATION
OF
TEXBAY INDUSTRIES, INC.

ARTICLE I

The name of the corporation shall be TEXBAY INDUSTRIES, INC.
(hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation shall be 5500 Vinci Circle, Sarasota, Florida 34243-2611.

ARTICLE III

The Corporation shall have authority to issue one thousand (1,000) shares of common stock having a par value of \$0.01 per share.

ARTICLE IV

The street address of the Corporation's initial registered office is 5500 Vinci Circle, Sarasota, Florida 34243-2611, and the name of its initial registered agent at such office is Charles S. Beck.

ARTICLE V

The name and address of the Incorporator is Charles S. Beck, 5500 Vinci Circle, Sarasota, Florida 34243-2611.

ARTICLE VI

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 8th day of September, 1999.



Charles S. Beck, Incorporator

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named as the registered agent of the above-named Corporation, and to accept service of process for said Corporation at the place designated herein, the undersigned hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the duties of registered agent and further states familiarity with and acceptance of the obligations as registered agent, this 8th day of September, 1999.



Charles S. Beck

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