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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
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<input type="checkbox"/>	Fictitious Name
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REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

SECRETARY OF STATE  
ALLAHASSEE, FLORIDA  
SEP - 7 PM 6:10  
FILED

9-13  
WPC

ARTICLES OF INCORPORATION  
OF  
BAREFOOT BAY PROPERTIES, INC.

FILED  
99 SEP -7 PM 6:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is BAREFOOT BAY PROPERTIES, INC.

ARTICLE II - DURATION

This corporation shall exist for a period of perpetuity.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 5,000 shares of common stock, having a par value of One Dollar (\$1.00) each.

All stock issued by this corporation shall be fully paid and non-assessable and shall be transferrable only on the books of the corporation.

The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America, or property, labor, or services at just valuation to be fixed by the Directors. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by the Directors or shareholders.

The authorized shares of stock without par value may be issued by this corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors or shareholders. Any and all such shares issued and for which the full consideration has been paid or delivered, shall be deemed fully paid Stock and holder of such shares shall not be liable for any further call or assessment or any other payment thereon.

The shares of stock to be issued by the corporation shall be subject to

the following provisions and restrictions upon sales and transfer thereof.

In the event that a stockholder, by which term is included the executors, administrators, heirs, legatees and the nominee or personal representative of any stockholder shall desire to sell, assign, give or transfer, any shares of stock in the corporation, stockholder must, by giving written notice of such desire to a majority of Board of Directors, first afford to the corporation or the nominee or its Board of Directors the right and privilege for thirty (30) days to purchase the same at a price equal to a bonafide firm offer, in writing, made to each stockholder for the purchase of such share or shares of stock, by a person, firm or corporation, ready, willing and able to buy such stock at the price so offered to be paid, and no stock of the corporation shall be transferred upon its books unless the foregoing provision has been complied with, and any attempt to transfer such stock in any other manner will be void.

#### ARTICLE V - PREEMPTIVE RIGHTS

Every share holder, upon the sale for cash 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 thereof at the price at which it is offered to others.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT AND

##### MAILING ADDRESS AND CORPORATION PRINCIPAL OFFICE

The street address of the initial registered office of this corporation is 6380 U.S. Highway #1, Grant, FL 32949 and the name of the initial registered agent of this corporation is Raymond D. Butti.

The Principal Office of the Corporation is 6380 U.S. Highway #1, Grant, FL 32949.

#### ARTICLE VII - INCORPORATION

The names and address of the persons signing these articles as subscribers are:

<u>Name and Address</u>	<u>Number of Shares</u>
Raymond D. Butti 1043 Genesee Ave. Sebastian, FL 32958	100

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - AMENDMENT

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

ARTICLE X - INITIAL BOARD OF DIRECTORS

The names and post office addresses of the first Board of Directors and officers of the Corporation, who, subject to the provisions of this Certificate of Incorporation and the By-Laws and General Corporation Law of the State of Florida, shall hold office for the first year of the Corporation's existence or until their successors are elected and have qualified, are as follow:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Wava L. Grantham	President/Director	659 Alhambra Dr., S.E. Palm Bay, FL 32909
Myron J. Goodman	Vice President/ Director	1017 Sebastian Rd. Barefoot Bay, FL 32976
Raymond D. Butti	Secretary/Treasurer Director	1043 Genesee Ave. Sebastian, FL 32958

There shall be three director initially. The number may be increased as the By-Laws may provide, but in no case less than one.

ARTICLE XI - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the of this corporation shall be managed under the direction of, the shareholders of this corporation. All references in these

Articles of Directors shall be interpreted to mean shareholders where applicable.


IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles this 1st day of September, 1999.

  
Raymond D. Butti

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared RAYMOND D. BUTTI, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed those Articles of Incorporation. RAYMOND D. BUTTI is personally known to me or has shown His driver license as identification, and who did not take an oath.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 1st day of September, 1999.

  
Notary Public, State of Florida  
My Commission Expires:



Angela M. Sherbrook  
MY COMMISSION # CC616913 EXPIRES  
March 3, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHO PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED:

FIRST -- THAT BAREFOOT BAY PROPERTIES, INC.  
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,  
WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF GRANT STATE OF FLORIDA,  
HAS NAMED Raymond D. Butti  
(NAME OF REGISTERED AGENT)

LOCATED AT 6380 U.S. Highway #1  
(STREET ADDRESS AND NUMBER OF BUILDING,  
POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF Grant, STATE OF FLORIDA, AS ITS AGENT TO  
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE Raymond D. Butti  
(CORPORATE OFFICER)

TITLE Secretary

DATE: 9-1-99

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED  
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY  
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE  
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PER-  
FORMANCE OF MY DUTIES.

SIGNATURE Raymond D. Butti  
(RESIDENT AGENT)

DATE: 9-1-99

FILED  
99 SEP -7 PM 6:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA