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November 18, 1999

AVAILABLE FOR CONSULTATION

KARL MOLLHARDT & PARTNER  
KARL MOLLHARDT  
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TELEPHONE: (49-30) 885-7710  
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VIA FEDERAL EXPRESS

State of Florida  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

EFFECTIVE DATE  
11-18-99

8000003049908--3  
-11/19/99--01076--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Eagle Bay Construction and Development, Inc.  
Our File No: 10802.001

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for the above-referenced corporation. Please file the original and return the copy certified to me at your earliest convenience.

Our client's check in the amount of \$78.75 is enclosed for the required filing fee. If you have any questions or need additional information, please feel free to contact me.

Very truly yours,

C. Perry Peeples

CPP/jpw  
Enclosures

cc: Mr. Kenneth P. Saundry

FILED  
99 NOV 19 AM 8:55  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

EAGLE BAY CONSTRUCTION AND DEVELOPMENT, INC.

FILED  
99 NOV 19 AM 8:55  
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under Section 607.0202 of the Florida Business Corporation Act, does hereby certify as follows:

EFFECTIVE DATE  
11-18-99

ARTICLE I

Corporate Name and Address

The name of the Corporation is Eagle Bay Construction and Development, Inc., and the street address of the Corporation is 255 East Drive, Suite D, Melbourne, Florida 32904.

ARTICLE II

Corporate Purposes

The Corporation is organized to transact any and all lawful business authorized by the Florida Business Corporation Act.

ARTICLE III

Authorized Stock

The aggregate number of shares of the Corporation shall be 10,000, all of which are to be voting common stock having a par value of Fifty Cents (\$.50) per share.

ARTICLE IV

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 8889 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108. The name of the initial registered agent of the Corporation at the registered office shall be C. Perry Peeples, Esq.

ARTICLE V

Initial Board of Directors

The initial Board of Directors of the Corporation shall be comprised of three (3) persons. The Directors shall be elected annually, in accordance with the By-laws. The number of Directors may be increased or decreased from time to time in accordance with the By-laws, but shall never be less than one (1). The names and addresses of the initial Directors to hold office until the first annual meeting of the Board of Directors, and until their successors shall have been elected and qualify are as follows:

Kenneth P. Saundry, Jr.  
255 East Drive, Suite D  
Melbourne, Florida 32904

Glenn M. Bridges  
255 East Drive, Suite D  
Melbourne, Florida 32904

John M. Shearer  
255 East Drive, Suite D  
Melbourne, Florida 32904

ARTICLE VI

Incorporator

The name and address of the Incorporator of the Corporation is:

Kenneth P. Saundry, Jr.  
255 East Drive, Suite D  
Melbourne, Florida 32904

ARTICLE VII

Commencement of Existence

The Corporation shall be deemed to commence on the date of execution of Articles of Incorporation.

ARTICLE VIII

Duration

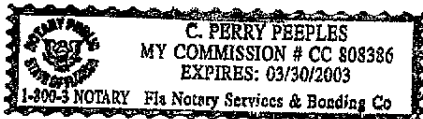
The term of existence of the Corporation is perpetual.


IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 18<sup>th</sup> day of November, 1999.

  
Kenneth P. Saundry, Jr. - Incorporator

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of November, 1999, by Kenneth P. Saundry, Jr., who is personally known to me or who produced \_\_\_\_\_ as identification.




  
Notary Public  
C. Perry Peeples  
Printed Name

ACCEPTANCE OF REGISTERED AGENT

FOR

EAGLE BAY CONSTRUCTION AND DEVELOPMENT, INC.

I, C. Perry Peeples, having signed the within as registered agent of EAGLE BAY CONSTRUCTION AND DEVELOPMENT, INC., (the "Corporation") at the registered address of 8889 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108, do hereby agree as registered agent to accept service of process, to keep an office of the Corporation open during the prescribed hours, and to post my name, and that any officer of the Corporation authorized to accept service of process at the above Florida designated address, in some conspicuous place in the office of the Corporation as required by law.

  
\_\_\_\_\_  
C. Perry Peeples,  
REGISTERED AGENT

8585v1 - 9063.001

FILED  
99 NOV 19 AM 8:55  
STATE  
TALLAHASSEE, FLORIDA