

P99000110370
TRANSMITTAL MEMORANDUM

TO: FLORIDA DEPARTMENT OF STATE
CORPORATIONS DIVISION
P. O. BOX 6327
TALLAHASSEE, FL 32314

DATE: December 1, 1999

RE: Baypointe Marina, Inc.

FILE NO. W-49,896

DOCUMENTS OR PAPERS LISTED BELOW ARE ENCLOSED:

1. ORIGINAL AND ONE COPY OF ARTICLES OF INCORPORATION.
2. CHECK FOR \$ 78.75, COVERING:
\$ 35.00 FILING FEE
8.75 CERTIFIED COPY
35.00 REGISTERED AGENT

FILED
99 DEC 17 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
600003062346--0
-12/07/99--01008--019
*****78.75 *****78.75

PLEASE TAKE THE FOLLOWING ACTION:

PLEASE FILE THE ARTICLES OF INCORPORATION, CERTIFY THE
COPY PROVIDED AND RETURN TO US IN THE ENCLOSED ENVELOPE.

2548
W99-28099

Customer is aware of
similar name per K.B./B.C.

THANK YOU.

STENSTROM, MCINTOSH, COLBERT, WHIGHAM & SIMMONS, P.A.
Attorneys at Law
Post Office Box 4848
Sanford, Florida 32772-4848
Telephone: (407) 322-2171
Orlando: (407) 834-5119
FAX: (407) 330-2379

/s/ FRANK C. WHIGHAM

FRANK C. WHIGHAM, ESQUIRE

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RN 12/23



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 8, 1999

STENSTROM, MCINTOSH, ET. AL.
ATTN: FRANK C. WHIGHAM
POST OFFICE BOX 4848
SANFORD, FL 32772-4848

SUBJECT: BAYPOINTE MARINA, INC.
Ref. Number: W99000028099

We have received your document for BAYPOINTE MARINA, INC.. However, the document has not been filed and is being returned for the following:

The name you are requesting is unavailable, since it has been previously requested by another individual and the document was returned to the individual for corrections and has not yet been resubmitted.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 099A00057861

ARTICLES OF INCORPORATION
OF
BAYPOINTE MARINA, INC.

FILED
99 DEC 17 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is BAYPOINTE MARINA, INC.,
located at 1485 Shadwell Circle, Heathrow, FL 32746.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing with the
filing of these Articles of Incorporation by the Florida Department
of State pursuant to the laws of the State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting
any and all lawful business which corporations may conduct pursuant
to the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of common
stock at \$1.00 par value, which shall be designated "Common
Shares".

ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT

The street address of the initial registered office of this
corporation is 1485 Shadwell Circle, Heathrow, Florida, 32746, and
the name of the initial Registered Agent of this corporation
located at that address is WILLIAM C. BARKER.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one. The name and address of the initial directors of this corporation are:

WILLIAM C. BARKER 1485 Shadwell Circle
Heathrow, FL 32746

ARTICLE VII - INCORPORATOR

The name and address of the persons signing these Articles are:

WILLIAM C. BARKER 1485 Shadwell Circle
Heathrow, FL 32746

ARTICLE VIII - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

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 shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 30 day of November, 1999.

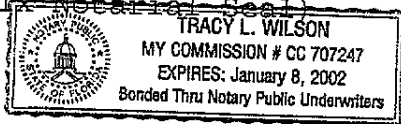


WILLIAM C. BARKER

STATE OF FLORIDA)
COUNTY OF SEMINOLE)

The foregoing instrument was acknowledged before me by **WILLIAM C. BARKER**, personally known to me, this 30 day of November, A.D., 1999, or who produced identification.

(Affix Notarial Seal)



Tracy L. Wilson
Notary Public

Print Name: *Tracy L. Wilson*

FILED
99 DEC 17 AM 9:31
as
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE.
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED:**

BAYPOINTE MARINA, INC.

In pursuance to Chapter §48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That **BAYPOINTE MARINA, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 1485 Shadwell Circle, Heathrow, FL 32746 has named **WILLIAM C. BARKER** located at 1485 Shadwell Circle, Heathrow, County of Seminole, State of Florida 32746, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above entitled corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

William C. Barker

WILLIAM C. BARKER