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99 DEC 29 PM 1:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ACCOUNT NO. : 072100000032

REFERENCE : 532690 10690A

AUTHORIZATION : *Patricia Pijut*

COST LIMIT : \$ 70.00

ORDER DATE : December 29, 1999

ORDER TIME : 12:28 PM

ORDER NO. : 532690-005

CUSTOMER NO: 10690A

200003083442--6

CUSTOMER: John L. Soileau, Esq
WATSON SOILEAU DELEO & BURGETT
WATSON SOILEAU DELEO & BURGETT
Suite C
1970 Michigan Avenue
Cocoa, FL 32922

DOMESTIC FILING

NAME: BARE ASSETS MANAGEMENT OF
BREVARD COUNTY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

PH 12/29/99

RECEIVED
99 DEC 29 PM 12:56
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BARE ASSETS MANAGEMENT OF BREVARD COUNTY, INC.

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Article I - Name

The name of this corporation is Bare Assets Management of
INC.
Brevard County, and its principal office is located at 4400 Pinewood
Road, Melbourne, Florida 32934.

Article II - Duration

This corporation shall exist perpetually. The date of
commencement of corporate existence shall be the date these
articles are filed with the Secretary of State.

Article III - Purpose

This corporation is organized for the purpose of engaging in
any business activity permitted under the laws of the United States
and the State of Florida.

Article IV - Capital Stock

This corporation is authorized to issue 5,000 shares of \$1.00
par value common stock.

Article V - Registered Office and Initial Registered Agent

The street address of the registered office of this
corporation is 1970 Michigan Avenue, Building C, Cocoa, Florida
32922.

The name of the initial registered agent of this
corporation at that address is John L. Soileau, Esq.

Article VI Initial Board of Directors

This corporation shall have two directors initially. The directors are: Charles Julian, 4400 Pinewood Road, Melbourne, FL 32934, and Robert Fontaine, c/o 4400 Pinewood Road, Melbourne, FL 32934. The number of directors may be either increased or diminished from time to time pursuant to the bylaws, but shall never be less than one.

Article VII - Incorporator

The name and address of the person signing these articles is John L. Soileau, Esq., 1970 Michigan Avenue, Building C, Cocoa, FL 32922.

Article VIII - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the stockholders.

Article IX - Compensation of Directors

The stockholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

Article X - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article XI - 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 stockholders is

subject to this reservation.

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Article XII - Acceptance of Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.

JOHN L. SOILEAU, Registered Agent

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28th day of December, 1999.

JOHN L. SOILEAU
Subscriber/Incorporator

ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing Articles of Incorporation was acknowledged before me this 28th day of December, 1999, by JOHN L. SOILEAU, who is personally known to me or who has produced personally known as identification and who did not take an oath.

Notary Public:

Cynthia S. Moist
Name: _____
State of Florida at Large (SEAL)
My Commission Expires:



CYNTHIA S MOIST
My Commission CC552388
Expires May. 02, 2000