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(Requestor's Name)

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PICK-UP WAIT MAIL

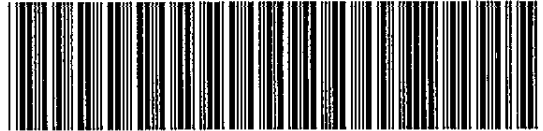
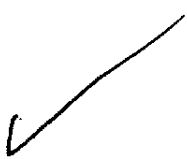
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATIONS

gyl/le

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Bayside II, Inc.

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

Signature _____

Requested by:

SS 7/28/03 9:05
Name Date Time

Walk-In _____ Will Pick Up _____

**ARTICLES OF INCORPORATION
OF
BAYSIDE II, INC.**

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CLERK OF COUNTY OF PINELLAS
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND PRINCIPAL ADDRESS

The name of the corporation is BAYSIDE II, INC., and the principal address and principal place of business is 470 - 2ND STREET NORTH, SAFETY HARBOR, FLORIDA 34695.

ARTICLE II - REGISTERED OFFICE AND AGENT

The address of its registered office in the State of Florida is O'CONNOR & ASSOCIATES, 2240 Belleair Road, Suite 160, in the City of Clearwater, County of Pinellas, Florida 33764. The name of its registered agent at such address is O'CONNOR & ASSOCIATES.

ARTICLE III - PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida.

ARTICLE IV - AUTHORIZED SHARES OF STOCK

The total number of shares of stock which the corporation is authorized to issue is Ten Thousand (10,000) and the par value of each of such shares is One Cent (\$0.01) amounting in the aggregate to One Hundred Dollars (\$100.00).

ARTICLE V - BOARD OF DIRECTORS

The business and affairs of the corporation shall be managed by the board of directors, and the directors need not be elected by ballot unless required by the bylaws of the corporation. The names and mailing addresses of each person who is to initially serve as a director until the first annual meeting of the stockholders or until a successor is elected and qualified, are as follows:

| <u>NAME</u> | <u>MAILING ADDRESS</u> |
|-----------------|--|
| BARBARA BECKER | 470 - 2 ND STREET NORTH SAFETY HARBOR, FLORIDA 34695 |
| WILLIAM FALCONE | 470 - 2 ND STREET NORTH SAFETY HARBOR, FLORIDA 34695 |

STRATTON WHITE

470 - 2ND STREET NORTH
SAFETY HARBOR, FLORIDA 34695

MICHAEL ZINAICH

470 - 2ND STREET NORTH
SAFETY HARBOR, FLORIDA 34695

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In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the board of directors is expressly authorized to adopt, amend or repeal the bylaws of this corporation.

ARTICLE VI - AMENDMENTS

The corporation reserves the right to amend and repeal any provision contained in this Certificate of Incorporation in the manner prescribed by the laws of the State of Florida. All rights conferred are granted subject to this reservation.

ARTICLE VII - INCORPORATOR

The incorporator is O'CONNOR & ASSOCIATES, whose mailing address is 2240 Belleair Road, Suite 160, Clearwater, Florida, 33764.

THE UNDERSIGNED, being the incorporator, for the purpose of forming a corporation under the Laws of the State of Florida, does make, file and record this Certificate of Incorporation, does certify that the facts herein stated are true, and, accordingly, have hereto set his hand and seal this 25th day of JULY, 2003.

O'CONNOR & ASSOCIATES
Incorporator

By: Jacqueline M. Rockwell
Jacqueline M. Rockwell, Esquire

Acknowledgment of Registered Agent

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

O'CONNOR & ASSOCIATES
Registered Agent

By: Jacqueline M. Rockwell
Jacqueline M. Rockwell, Esquire