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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

2005 NOV - 7 P 4: 57

FILED

D. WHITE NOV - 7 2005

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

November 3, 2005

Subject: Bay Estate Properties, Inc.

Enclosed is an original and 2 copies of the articles of incorporation and a check for \$78.75 for filing fee, Certified Copy and Certificate.

From Antwon L. Frazier
 809 Glen Oak Ave. E.
 Clearwater FL 33759

**ARTICLES OF INCORPORATION FILED
OF**

Bay Estate Properties, Inc. 2005 NOV -7 P 4: 57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

◆ **ARTICLE I NAME**

The name of the corporation shall be Bay Estate Properties, Inc.

◆ **ARTICLE II NATURE OF BUSINESS**

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

◆ **ARTICLE III POWERS:**

This Corporation shall have the powers as enumerated in the Florida General Corporation Act, as well as the power to act as Trustee. This Corporation reserves the right to execute and practice full trustee powers. This power is to include holding legal title to real property and/or personalty "in trust" for the benefit for other person(s) or trustee(s). This Corporation further reserves the right to carry out specific duties with regard to the property and/or personalty as directed by the beneficiary(s) of the real property and/or personalty. The Corporation also reserves the right to fully carry out any power given to it affecting the disposition of the real property and/or personalty for another person's or entity's benefit.

No current and/or former officer, director, agent or stockholder shall be held personally liable when acting in an official capacity on company business. The Corporation shall indemnify any current and/or former officer, director, agent or stockholder to the full extent permitted by law.

◆ **ARTICLE IV CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$00.001 per share.

◆ **ARTICLE V ADDRESS**

The street address of the initial registered office of the corporation shall be 809 Glen Oak Ave. E., Clearwater, FL 33759 and the name of the initial Registered Agent for the corporation at that address is Antwon L. Frazier.

◆ **ARTICLE VI SPECIAL PROVISIONS**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

◆ **ARTICLE VII TERM OF EXISTENCE**

This corporation shall exist perpetually.

◆ **ARTICLE VIII LIMITATION OF LIABILITY**

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

◆ **ARTICLE IX SELF DEALING**

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contractor transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of: Antwon L. Frazier-----Director

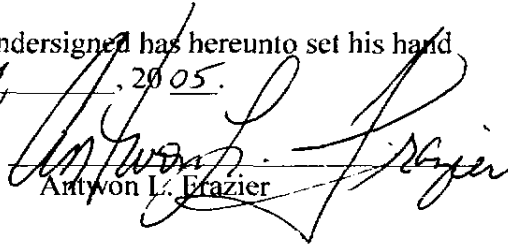
3 **ARTICLE X INCORPORATOR**

The name and address of the Incorporator is:

Antwon L. Frazier
809 Glen Oak Ave. E.
Clearwater FL33759

IN WITNESS WHEREOF, the undersigned has hereunto set his hand
and seal on this November 9, 2005.

Incorporator:


Antwon L. Frazier

**DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT**

FILED

The following is submitted in compliance with the laws of the State of Florida. NOV - 7 P 4: 57

Bay Estate Properties, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A corporation organizing under the laws of the State of Florida, with its principal office located at, Clearwater, FL 33759, has named

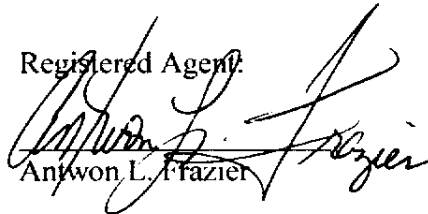
Antwon L. Frazier
809 Glen Oak Ave. E.
Clearwater, FL 33759

as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:


Antwon L. Frazier