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James G. Farr  
ATTORNEY AT LAW

95 JUN 30 11 32  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

June 23, 1995

Secretary of State  
Division of Corporations  
Capitol Building  
Tallahassee, FL 32304

Re: BAY INVESTMENT GROUP OF TAMPA, INC.

Dear Sir:

Enclosed are the Articles of Incorporation, in duplicate, for the subject corporation and my firm check in the amount of \$70.00 to cover the filing fee.

Also enclosed is a certificate required by Sections 48.091 and 607.034, Florida Statutes.

Please file the Articles, certifying them as the Articles of Incorporation of the above-corporation and return the enclosed copy at your earliest convenience.

Very truly yours,



JAMES G. FARR

csf  
Enclosure

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-06/30/95--01070--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

PAID 95  
7-10-95

EFFECTIVE DATE  
6-22-95

bay.inc

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95 JUN 30 AM 10:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
BAY INVESTMENT GROUP OF TAMPA, INC.

I, the undersigned, make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

BAY INVESTMENT GROUP OF TAMPA, INC.

ARTICLE II

The general purpose of the corporation shall be to conduct any business or engage in any other activity permitted under the laws of the State of Florida and the United States, whether for profit or otherwise.

ARTICLE III

The corporation shall begin existence as of the date of subscription hereto and acknowledgement hereto and shall have perpetual existence.

ARTICLE IV

The amount of capital with which the corporation will begin business shall not be less than \$500.00.

ARTICLE V

The amount of capital stock authorized to be issued by the corporation shall be nine hundred ninety nine (999) shares of common stock having a par value of one dollar \$1.00 per share. Each of the shares of said stock shall entitle the holder thereof to one vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, property, labor or services at a fair evaluation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable. The stock

EFFECTIVE DATE  
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shall be issued pursuant to Section 1244 of the Internal Revenue Code, 1954, as amended.

#### ARTICLE VI

The street address of the corporation's initial registered and principal office shall be 5809 TAYWOOD DRIVE, TAMPA, FLORIDA 33624 and the name of the corporation's initial registered agent at such address is HAROLD R. HILL. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with the provisions of Section 607.3037 of the Florida Statutes.

#### ARTICLE VII

There shall be not fewer than one (1) director of said corporation.

#### ARTICLE VIII

The number of directors constituting the initial Board of Directors shall be three (3) and the name and address of the persons who are to serve as a member thereof are as follows:

HAROLD R. HILL  
5809 TAYWOOD DRIVE  
TAMPA, FLORIDA 33624

JACKSON E. QUICK, III  
116 CHESAPEAKE AVENUE  
TAMPA, FLORIDA 33606

JOHN J. CARTHY  
2809 W. WATERS AVENUE  
TAMPA, FLORIDA 33614

#### ARTICLE IX

The name and address of the incorporator is as follows:

HAROLD R. HILL  
5809 TAYWOOD DRIVE  
TAMPA, FLORIDA 33624

#### ARTICLE X

The holders of the stock of this corporation shall have the preemptive right to subscribe for and purchase their proportionate share of any additional stock issued by the corporation from and after the issuance of the shares originally issued and subscribed for by the stockholders of this corporation, whether such additional shares be issued for cash, property, labor, services or any other consideration, and whether or not such shares be presently authorized or be authorized by subsequent amendment to these Articles of Incorporation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles of Incorporation for the uses and purposes herein stated, and have herunto set my hand this 22 day of June, 1995.

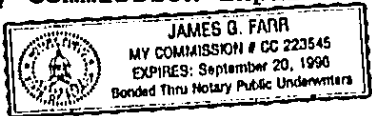
Harold R. Hill  
HAROLD R. HILL

THE STATE OF FLORIDA            )  
COUNTY OF HILLSBOROUGH        )

BEFORE ME, the undersigned authority, on this 22<sup>nd</sup> day of June, 1995, personally appeared HAROLD R. HILL, being to me well known to be the person described in and who is personally known to me or who has produced N/A as identification and who did not take an oath and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

WITNESS MY HAND and official seal the year and day last aforesaid.

[Signature]  
Notary Public  
State of Florida at Large  
My Commission Expires:




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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

FIRST: That BAY INVESTMENT GROUP OF TAMPA, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Tampa, County of Hillsborough, State of Florida, has named HAROLD R. HILL of 5809 TAYWOOD DRIVE, TAMPA, FLORIDA 33624, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: Having been named as agent to accept service of process for the above stated corporation, at the 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.

DATED this 22 day of June, 1995.



HAROLD R. HILL

55 JUN 30 AM '95  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA