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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BAY AREA MANAGEMENT SERVICES, INC.

FAX AUDIT NUMBER: H96000009375

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ARTICLES OF INCORPORATION**OF****DAY AREA MANAGEMENT SERVICES, INC.**

The undersigned, being of legal age, does hereby form the following corporation under the laws of the State of Florida, authorizing the formation of corporations.

ARTICLE I - NAME

The name of this Corporation shall be:

DAY AREA MANAGEMENT SERVICES, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation and its objects and powers shall be as follows:

To engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

1. The maximum number of shares of authorized capital stock in this Corporation shall be 500 Shares of Common Stock with a nominal or par value of One Dollar Per share.

2. The capital stock may be paid for in property, labor, services or cash at a just valuation to be fixed by the Board of Directors. All of such stock shall be fully paid and non-assessable.

Prepared by:
Philip A. Digati, Esq.
100 S. E. 12th Street
Ft. Lauderdale, Florida 33316
PH: (954) 524-6300
Florida Bar No. 205631

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ARTICLE IV - INITIAL CAPITAL

The amount of capital with which the Corporation will begin business shall be not less than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 4001 South Ocean Drive, Suite 27, Hollywood, Florida 33019.

ARTICLE VI - TERM OF EXISTENCE

The term for which this Corporation shall exist shall be perpetual.

ARTICLE VII - ADDRESS

The principal office of the Corporation shall be at 4001 South Ocean Drive, Suite 27, Hollywood, Florida 33019. This Corporation may have such other places of business in the State of Florida as the nature and progress of the business of the Corporation shall from time to time render necessary and/or desirable. The Board of Directors may from time to time move the principal office to any other address or place in Florida. Said Corporation shall have the power to conduct its business outside the State of Florida, or in any or all of the several states and territories of the United States, including the District of Columbia, and in any or all foreign countries and may have one or more offices in any of said places.

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ARTICLE VIII - DIRECTORS

The number of directors shall be not less than one and the first Board of Directors of the Corporation shall be comprised of the following named persons:

Jonathan Gibbs

ARTICLE IX - SUBSCRIBERS

The name and street address of the number of shares subscribed to by the subscribers hereto, who are also members of the first Board of Directors who is to conduct the business of the Corporation until those elected at the organization meeting are:

Jonathan Gibbs
4001 South Ocean Drive
Suite 5F
Hollywood, FL 33019

ARTICLE X - OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Jonathan Gibbs
4001 South Ocean Drive
Suite 5F
Hollywood, FL 33019

President and
Sec.-Treas.

IN WITNESS WHEREOF, the subscribing stockholders have hereunto set their hands and seals, and caused these Articles and this

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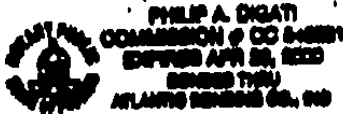
Certificate of Incorporation to be executed this 8TH day of July, 1996.

State of Florida
County of Broward

Jonathan P. Gibbs
JONATHAN GIBBS

The foregoing instrument was acknowledged before me this 8TH day of July, 1996, by JONATHAN GIBBS, who is personally known to me or who has produced IDA. W. LISA as identification and who did take an oath.

Notary Seal:



Philip A. Sigat
Signature
Philip A. Sigat
Print Name
Notary Public

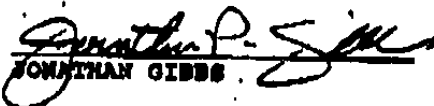
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE. NOMINEE AGENT UPON WHOM
PROCESS MAY BE SERVED**

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

That BAY AREA MANAGEMENT SERVICES, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the ARTICLES OF INCORPORATION at the city of Hollywood, County of Broward, State of Florida, has named JONATHAN GIBBS, located at 4001 South Ocean Drive, Suite 5F, Hollywood, Florida 33019, County of Broward, State of Florida, as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated 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.

By: 

JONATHAN GIBBS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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