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ATTORNEYS AT LAW

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CRYSTAL COLUNS SPENCER
WARREN R TODD

March 17, 1997

March 17, 1997

Corporate Records Bureau Division of Corporations Department of State P. O. Box 6327 Tallahassee, FL 32314

100002120261--8 -03/21/97--01037--008 ****122.50 ****122.50

Re: Bayside Management Group, Inc.

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation of Bayside Management Group, Inc. Our check in the sum of \$122.50 is enclosed to cover the following costs:

Filing Fee \$ 35.00 Certified Copy Fee 52.50 Registered Agent Fee 35.00

total \$122.50

If you have any questions. please give me a call.

sincerely yours,

Sincerely yours,

Sincerely yours,

Gerald L. Brown

las

Enclosure

30 SOUTH SPHING STHEET PENSACOLA. FL 32501
(904) 433-6581 FACSIMILE (904) 434-5856

9428 NAVARRE PARKWAY, SLITE E. NAVARRE, FL 32566 (904) 939-0037 FACSIMILE (904) 936-0307

BAYSIDE MANAGEMENT GROUP, INC.

ARTICLE ONE - NAME

The name of the corporation is BAYSIDE MANAGEMENT GROUP, INC.

ARTICLE TWO - DURATION

This corporation shall have perpetual existence.

ARTICLE THREE - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE FOUR - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of one (\$1.00) dollar par value common stock.

ARTICLE FIVE - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 401 East Chase Street, Suite 105, Pensacola, Florida 32501 with a mailing address of 401 East Chase Street, Suite 105, Pensacola, Florida 32501 and the name of the initial registered agent of this corporation at that address is David A. Brannen.

ARTICLE SIX - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The

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name and address of the initial director(s) of this corporation are:

NAME ADDRESS

David A. Brannen 401 E. Chase Street, Ste. 105

Pensacola, Florida 32501

David T. Clark 401 E. Chase Street, Ste. 105

Pensacola, Florida 32501

ARTICLE SEVEN - INCORPORATOR

The name and address of the person signing these Articles is David A. Brannen, 401 E. Chase Street, Ste. 105, Pensacola, Florida 32501.

ARTICLE EIGHT - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the shareholders.

ARTICLE NINE - INDEMNIFICATION

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

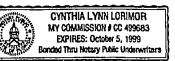
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this $\frac{10^{+1}}{10^{-1}}$ day of March, 1997.

David A. Brannen, Subscriber

STATE OF FLORIDA COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this day of March, 1997 by David A. Brannen, who is personally known to me and who did not take an oath.

(seal)



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

BAYSIDE MANAGEMENT GROUP, INC.

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

First--that BAYSIDE MANAGEMENT GROUP, 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 Pensacola, County of Escambia, State of Florida has named David A. Brannen located at 401 E. Chase Street, Ste. 105, City of Pensacola, County of Escambia, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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 provision of said Act relative to keeping open said office.