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JAMES P. HAYES, ATTORNEY
1100 Cleveland Street Ste. 839
Clearwater, FL 34615-4853

City/State/Zip Phone #

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

EFFECTIVE DATE

- 1. _____ (Corporation Name) _____ (Document #) 7-15-97
- 2. _____ (Corporation Name) _____ (Document #)
- 3. _____ (Corporation Name) _____ (Document #) 800002220488--9
-06/23/97--01177--012
*****70.00 *****70.00
- 4. _____ (Corporation Name) _____ (Document #)

- Walk in
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- Pick up time _____
- Will wait
- Certified Copy
- Photocopy
- Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

W97-14659
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Examiner's Initials

James P. Hayes, Attorney
1100 Cleveland Street, Suite 839
Clearwater, Florida 34615-4853
(813) 446-8099 E Mail 1257@msn.com
Fax: (813) 446-8099

July 9, 1997


Mike Shimshoni
P. O. Box 28214
Kenneth City, FL 33709

RE: Articles of Incorporation

Dear Mike:

Please sign your name twice where indicated and date the first page where indicated. Photocopy the articles and send the original and the copy, along with my business card and the letter from the Secretary of State, to the Secretary of State in the enclosed envelop.

Warmest regards,


Jim

JPH/sc
Enclosure



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 24, 1997

JAMES P. HAYES, ESQ.
1100 CLEVELAND ST., STE. 839
CLEARWATER, FL 34615-4853

SUBJECT: BAY AREA PROPERTIES, INC.
Ref. Number: W97000014659

We have received your document for BAY AREA PROPERTIES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 097A00033394

**CERTIFICATE OF INCORPORATION
PINELLAS PROPERTIES, INC.**

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DIVISION OF CORPORATIONS
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1. Name.

The name of the Corporation is set forth above.

EFFECTIVE DATE
7-15-97

2. Principal Office and Registered Agent.

Its registered office and principal office in the State of Florida is 1100 Cleveland Street, Suite 839, Clearwater, Florida 34615-4853. The name of its registered agent at such address is James P. Hayes.

3. Purposes.

The nature of the business or purposes to be conducted or promoted 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.

4. Capital Stock.

The total number of shares of capital stock that the Corporation shall have authority to issue is 10,000, all of which are to be common stock with no par value.

5. Incorporator, and Initial Officers and Directors.

The name and mailing address of the incorporator and initial Officer and Director is: Mike Shimshoni, Incorporator, Director and President whose addresses is set forth in paragraph one, above. The initial officers and Directors shall hold office for the first year of the corporations existence or until their successor are elected.

6. Existence.

The Corporation is to have perpetual existence.

7. Liability of Stockholders.

The private property of the stockholders shall not be subject to the payment of corporate debts.

8. Commencement of Corporate Existence.

The corporations existence will commence July 15, 1997; provided however, that such date is within five business days prior to the date these Articles of Incorporation are filed by the Department of State of the State of Florida. If such date is not within five business days of the date of filing, then the corporation's existence will commence on the date these articles are filed by the Department of State of the State of Florida.

I, **THE UNDERSIGNED**, the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Florida, do make this Certificate, hereby declaring and certifying that this is my/our act and deed and the facts herein stated are true, and accordingly have hereunto set my/our hand this 13th day of July, 1997.

x Mike Shimshoni
Mike Shimshoni

Certificate Designating Registered Agent and Office

PINELLAS PROPERTIES, INC. designates James P. Hayes, as the Registered Agent of ***PINELLAS PROPERTIES, INC.*** and the Registered Office of the Registered Agent is 100 Cleveland Street, Suite 839, Clearwater, Florida 34615-4853.

Mike Shimshoni
Mike Shimshoni

I, James P. Hayes, having been named to accept service of process for the above named Corporation, at the place designated above in this certificate, and I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of section 607.325 Florida Statutes.

James P. Hayes
James P. Hayes

Dated: 7/9/97

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