

P98000008266

1/23/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

1:37 PM

((H98000001560 5))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: BAY ADVENTURES, INC.

AUDIT NUMBER.....H98000001560

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$78.75

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

98 JAN 27 AM 12: 54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

W98-1704

H98000001560

FILED

98 JAN 27 AM 12:54

ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

Bay Adventures, Inc.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I -- NAME

The name of the corporation shall be:

Bay Adventures, Inc.

The principal place of business of this corporation shall be:

1 N.W. 108 Street
Miami Shores, FL 33168

ARTICLE II -- NATURE OF BUSINESS

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

ARTICLE III -- CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is 500.

Prepared By: Masses-Valera

1401 Ponce De Leon Blvd, #302
CORAL GABLES, FL 33134
(305)444-0823

H98000001560

ARTICLE IV -- TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V -- OFFICERS/DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

President: James A. Bay, Jr.
1 N.W. 108 Street
Miami Shores, FL 33168

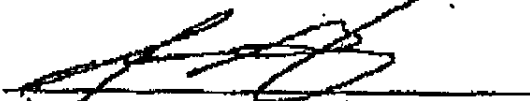
ARTICLE VI -- INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of corporation is (are):

James A. Bay, Jr.
1 N.W. 108 Street
Miami Shores, FL 33168

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 22 day of Jan, 1998.

Signature(s) of Incorporator(s)



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

Bay Adventures, Inc.

2. The name and address of the registered agent and

office is:

James A. Bay, Jr.
1 N.W. 108 Street
Miami Shores, FL 33168

SIGNATURE

TITLE

PRESIDENT

DATE

JAN 22, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER 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.

SIGNATURE

DATE

JAN 22, 1998

8.11.1998.ppt

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JAN 27 AM 12:54

FILED