

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 222-1170 • 1-800-342-8062 • Fax (904) 222-1222

PG 7000043913

*Preferred Bay
management, Inc.*

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-05/19/97--01002--005
****122.50 ****122.50

[Signature]
Signature _____

Requested by: *DL* Date: *5/19/97* Time: *8:33*
Name _____ Date _____ Time _____
Walk-In _____ Will Pick Up _____

- ✓ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Name Reservation _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
✓ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____
- 97 MAY 19 AM 9:54
RECEIVED
97 MAY 19 AM 8:52

ARTICLES OF INCORPORATION
OF
PREFERRED BAY MANAGEMENT, INC.

FILED
97 MAY 19 AM 9:54
TALLAHASSEE, FLORIDA

ARTICLE I
NAME AND BUSINESS ADDRESS OF CORPORATION

The name and business address of the corporation is:

PREFERRED BAY MANAGEMENT, INC.
4871 DAMASCUS CHURCH ROAD
GRACEVILLE, FLORIDA 32440

ARTICLE II
CORPORATE NATURE

The purpose is to conduct and engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE III
COMMENCEMENT AND DURATION

The Corporation shall endure perpetually, commencing upon the filing of the Articles with the Secretary of State.

ARTICLE IV

CAPITAL/STOCK

This corporation is authorized to issue One Thousand (1,000) shares of common stock at One (\$1.00) Dollar par value for each of said common stock shares.

ARTICLE V

BOARD OF DIRECTORS

The Corporation's Board of Directors shall consist of three (3) Directors. The number can be either increased or decreased from time to time by amendment of the By-Laws, but shall never be less than one (1). The names and addresses of the initial Board of Directors is:

VELEMIR CICIN
4871 Damascus Church Road
Graceville, Florida 32440

SPASENIJA CICIN
4871 Damascus Church Road
Graceville, Florida 32440

NICK CICIN
4871 Damascus Church Road
Graceville, Florida 32440

ARTICLE VI

NON-RESIDENT DIRECTORS

Directors need not be residents of this state or shareholders unless Articles of Incorporation or Bylaws so require.

ARTICLE VII

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special, regular or annual meetings of the board of directors by means of conference telephone or similar communications equipment as provided by law.

ARTICLE VIII

INDEMNIFICATION

The corporation may be empowered to indemnify any officer or director, or any former officer or director in manner set out and provided for pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

ARTICLE IX

REGISTERED AGENT

The Registered Agent of the Corporation and his address shall be:

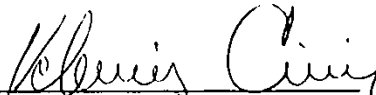
VELEMIR CICIN
4871 Damascus Church Road
Graceville, Florida 32440

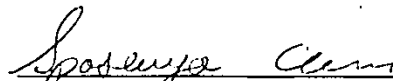
ARTICLE X


AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 14th day of May, 1997.


VELEMIR CICIN
4871 Damascus Church Road
Graceville, Florida 32440


SPASENIJA CICIN
4871 Damascus Church Road
Graceville, Florida 32440



NICK CICIN
4871 Damascus Church Road
Graceville, Florida 32440

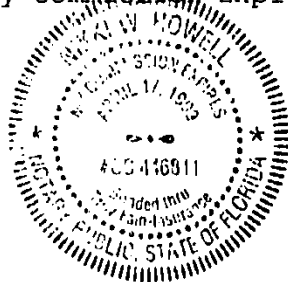
STATE OF FLORIDA
COUNTY OF WASHINGTON

I HEREBY CERTIFY that the foregoing Articles of Incorporation were acknowledged before me this 14th day of May, 1997, by VELEMIR CICIN, SPASENIJA CICIN and NICK CICIN, who are personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 14th day of May, 1997.

My Commission Expires:


Notary Public



ACCEPTANCE OF REGISTERED AGENT

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.

Velemir Cicin

VELEMIR CICIN, Registered Agent
4871 Damascus Church Road
Graceville, Florida 32440

STATE OF FLORIDA
COUNTY OF WASHINGTON

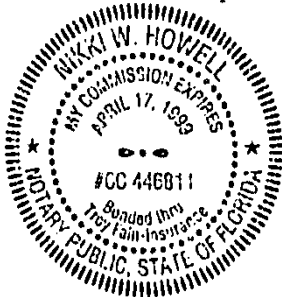
I HEREBY CERTIFY that the foregoing Acceptance of Registered Agent was acknowledged before me this 14th of May, 1997, by **VELEMIR CICIN**, who is personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 14th day of May, 1997.

Nikki W. Howell

My Commission Expires:

Notary Public



FILED
97 MAY 19 AM 9:54
CLERK OF DISTRICT COURT
TALLAHASSEE FLORIDA