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ACCOUNT NO. : 072100000032

REFERENCE : 409962 7145323

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : August 9, 2001

ORDER TIME : 1:37 PM

ORDER NO. : 409962-005

CUSTOMER NO: 7145323

CUSTOMER: Mr. Wade Boyette
Gray, Harris, Robinson,
Hovis, Boyette & Crawford
Bankfirst Building, 2nd Floor
1380 Grand Highway
Clermont, FL 34711

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*****70.00 *****70.00

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

2001 AUG -9 PM 2:20

NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

DOMESTIC FILING

NAME: BAY TECHNOLOGIES, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Betty Young - EXT. 1112

EXAMINER'S INITIALS:

Handwritten initials and date: 8/9/01

2001 AUG -9 PM 3:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

EFFECTIVE DATE

8/8/01

FILED

ARTICLES OF INCORPORATION

2001 AUG -9 PM 3:45

of

SECRETARY OF STATE
TALLAHASSEE FLORIDA

BAY TECHNOLOGIES, INC.

The undersigned natural person of legal age, acting as incorporator under the provisions of Florida Statutes, Chapter 607, adopts the following Articles of Incorporation:

ARTICLE I

Name

The name and street address of this corporation shall be: Bay Technologies, Inc., 8712 Old Winter Garden Road, Winter Garden, Florida 32835.

ARTICLE II

Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III

Stock

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 1,000 shares of common stock each with a par value of \$1.00.

ARTICLE IV

Subscribers, Incorporators & Directors

The name and address of the Subscriber and Incorporator is:

NAME

ADDRESS

Wade Boyette

1380 Grand Highway
Clermont, FL 34711

The name and address of the Director is:

NAME

ADDRESS

Clair Moore

8712 Old Winter Garden Road
Winter Garden, FL 32835

ARTICLE V
Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

ARTICLE VI
Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the corporation; or
- (d) Dissolution of the corporation.

ARTICLE VII
Term of Existence

This corporation shall exist perpetually.

ARTICLE VIII
Directors

A. The business of the corporation shall be managed initially by one (1) director. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval

secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE IX
Effective Date

The date that corporate existence shall begin shall be the date of execution of these Articles of Incorporation. This election is pursuant to Florida Statutes 607.0123.

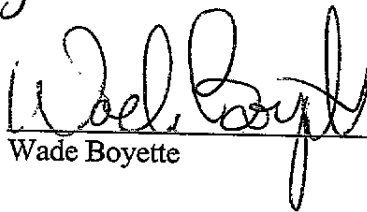
ARTICLE X
Registered Office and Registered Agent

The address of the initial registered office of this corporation is 1380 Grand Highway, 2d Floor, Clermont, FL 34711. The name of the Registered Agent of this corporation is Wade Boyette.

ARTICLE XI
Bylaws

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

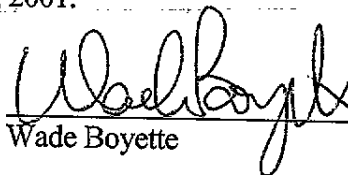
IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this 8th day of August, 2001.


Wade Boyette

ACCEPTANCE

I hereby accept appointment as Registered Agent of BAY TECHNOLOGIES,

Dated: August 8, 2001.


Wade Boyette

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SECRETARY OF STATE
TALLAHASSEE FLORIDA