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Florida Department of State
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To: Division of Corporations
Fax Number : (850) 205-0383

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

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2005 NOV -2 AM 8:45
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

05 NOV -2 PM 1:01
DIVISION OF CORPORATIONS

FOREIGN PROFIT QUALIFICATION

BAY MANAGEMENT, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

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1. Bay Management Inc
(Enter name of corporation; must include "INCORPORATED," "CON.. ANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

Bay Harbor Financial Inc
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Nevada 3. 68-0615692
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. April 20, 2005 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. October 1, 2005
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 4954 Robin Trail, Palm Harbor, FL 34683
(Principal office address)

4954 Robin Trail, Palm Harbor, FL 34683
(Current mailing address)

8. Real Estate Investment
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee , Florida 32301
(City) (Zip code)

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company
By: Paul Collins, Assistant Secretary
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: William B. Wylie
Address: 4954 Robin Trail
Palm Harbor, FL 34683
Vice Chairman: _____
Address: _____
Director: _____
Address: _____
Director: _____
Address: _____

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B. OFFICERS

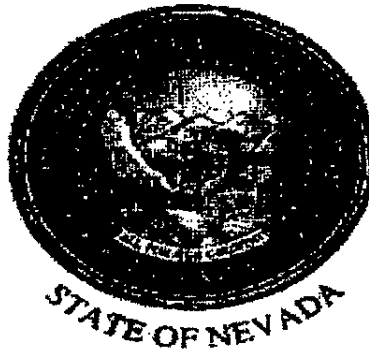
President: William B. Wylie
Address: 4954 Robin Trail
Palm Harbor, FL 34683
Vice President: _____
Address: _____
Secretary: William B. Wylie
Address: 4954 Robin Trail, Palm Harbor, FL 34683
Treasurer: _____
Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

- 13. *William B. Wylie*
(Signature of Director or Officer listed in number 12 of the application)
- 14. William B. Wylie, President
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE



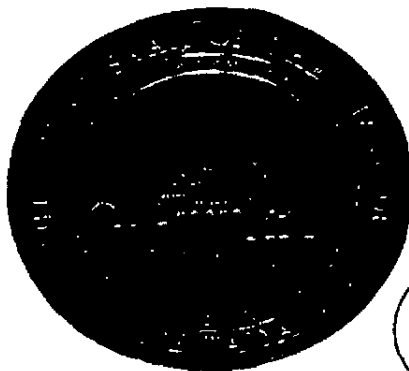
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CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, BAY MANAGEMENT, INC., as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since April 20, 2005, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on October 31, 2005.



Dean Heller

DEAN HELLER
Secretary of State

By

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Certification Clerk

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