

LAW OFFICES
RICHARD T. AVIS

1325 SNELL ISLE BLVD. NE
SUITE 205C
ST. PETERSBURG, FL. 33704
(813) 894-2633 FAX 821-6363

OF COURSE

RICHARD T. AVIS
♦ ALSO ADMITTED IN
N.Y. AND ILLINOIS

L-00000014380

REFER TO FILE NO.

TRANSMITTAL LETTER

November 7, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

200003471482--2
-11/08/00-01043-001
****125.00

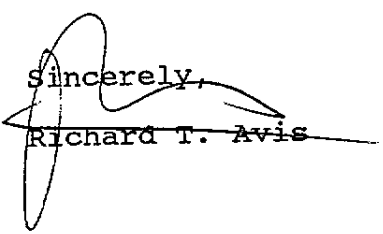
SUBJECT: Dissolve BAI-HY, Inc.
Organize BAI-HY, LLC

Enclosed is an original and one (1) copy of the Articles of
Dissolution for BAI-HY, Inc., and the Articles of Organization and
Designation of Registered Agent (to reform the company as an LLC)
and two checks, one for \$35.00 (voluntary dissolution) and one for
\$125.00 (form the LLC). Please stamp the original of these
documents to show the date of filing and the filing number and
remit to me. We do not require a certified copy at this time.

FROM/ Richard T. Avis, Esq.
RETURN TO: 1325 Snell Isle Blvd., Suite 205C
St. Petersburg, Fl. 33704

FILED
NOV 8 PM 5:00
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Thank you for your assistance in this matter.

Sincerely,

Richard T. Avis

RTA/lbj
Enclosures

L-00-14380
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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

BAI-HY, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

1800 Brightwater Blvd. NE
St. Petersburg, FL 33704

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Sue Dougherty
Name
1800 Brightwater Blvd. NE
Florida street address (P.O. Box **NOT** acceptable)
St. Petersburg, FL 33704
City, State, and Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..




Registered Agent's Signature

Article IV - Management (Check box if applicable.)

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

(An additional article must be added if an effective date is requested)



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Sue Dougherty

Typed or printed name of signee

09 NOV -8 PM 5:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Filing Fees:**
\$100.00 Filing Fee for Articles of Organization
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (Optional)
\$ 5.00 Certificate of Status (Optional)