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OF COUNSEL
WILLIAM H. FLEECE**
**COURT CERTIFIED MEDIATOR AND
ARBITRATOR (FEDERAL AND STATE)

February 25, 1999

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 33214

800002794978--5

-03/04/99--01091--004

****122.50 *****78.75

Re: BAY AREA COMMUNITY SERVICE CORPORATION

Gentlemen:

Enclosed please find an original and one copy of Articles of Incorporation for BAY AREA COMMUNITY SERVICE CORPORATION. Please file the enclosed and return a certified copy of the Articles to me at your earliest convenience. I have enclosed my check in the amount of \$122.50 to cover the filing and certified copy fees.

Should you have any questions, please do not hesitate to call me.

Very truly yours,

ZACUR & GRAHAM, P.A.



PETER D. GRAHAM

PDG/so *line*
Enclosures

FILED
99 JUL 28 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 21, 1999

PETER D GRAHAM, ESQUIRE
ATTN: SUE
PO BOX 14400
ST PETERSBURG, FL 33733

SUBJECT: BAY AREA COMMUNITY SERVICE CORPORATION
Ref. Number: W99000005806

We have received your document for BAY AREA COMMUNITY SERVICE CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The purpose contained in your articles of incorporation should be more specific. Please correct your articles to reflect the specific purpose for which the corporation is being organized.

Sue asked us to hold this until she could fax a new first page. Since we have not heard anything recently, we are returning the articles for necessary corrections.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 699A00037219

**ARTICLES OF INCORPORATION
OF
BAY AREA COMMUNITY SERVICE CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers by these Articles associate themselves for the purpose of forming a corporation not-for-profit under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the corporation is BAY AREA COMMUNITY SERVICE CORPORATION.

**ARTICLE II
PRINCIPAL OFFICE**

The street address of the principal office of the corporation is 1926 Arrowhead Drive N.E., St. Petersburg, Florida 33703, and the corporation's mailing address is the same.

**ARTICLE III
PURPOSE**

The corporation is organized for the purpose of acquiring and rehabilitating residential real estate to provide affordable home ownership opportunities to the less fortunate and for the purpose of transacting any and all lawful benevolent purposes not for pecuniary profit and not specifically prohibited to corporations not for profit under the laws of the State of Florida.

ARTICLE IV
ELECTION OF DIRECTORS

Directors of the corporation shall be elected in accordance with the procedures stated in the Corporation's bylaws.

ARTICLE V
REGISTERED OFFICE

The street address of the initial registered office of the corporation is 1926 Arrowhead Drive N.E., St. Petersburg, Florida 33703, and the name of its original registered agent at that address is JOHN A. LLOYD, III.

ARTICLE VI
INCORPORATORS

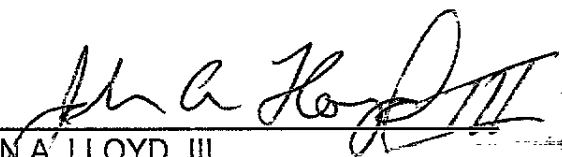
The name and address of each incorporator are:

JOHN A. LLOYD, III
1926 Arrowhead Drive N.E.
St. Petersburg, FL 33703

JOHN A. LLOYD, IV
1926 Arrowhead Drive N.E.
St. Petersburg, FL 33703

MICHAEL P. LLOYD
1926 Arrowhead Drive N.E.
St. Petersburg, FL 33703

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 22d day of February, 1999.



JOHN A. LLOYD, III



JOHN A. LLOYD, IV



MICHAEL P. LLOYD

STATE OF FLORIDA)
) ss.
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 22 day of
February, 1999, by JOHN A. LLOYD, III, JOHN A. LLOYD, IV, and MICHAEL P. LLOYD,
who are personally known to me or who produced _____
_____ and _____ as identification.



Notary Public

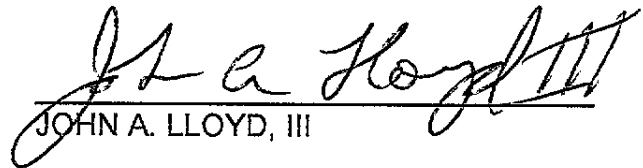
My commission expires:

 Evelyn E. Cary
Commission # CC 739050
Expires June 14, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

TYPED/PRINTED NAME OF NOTARY

REGISTERED AGENT ACKNOWLEDGMENT

Having been named Registered Agent of the above-stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in that capacity.


JOHN A. LLOYD, III

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99 JUL 28 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA