

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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*****78.75 *****78.75

<input checked="" type="checkbox"/>	Art of Inc. File	00 MAY 11 PM 1:16 FILED SECRETARY OF STATE TALLAHASSEE, FLORIDA
<input type="checkbox"/>	LTD Partnership File	
<input type="checkbox"/>	Foreign Corp. File	
<input type="checkbox"/>	L.C. File	
<input type="checkbox"/>	Fictitious Name File	
<input type="checkbox"/>	Trade/Service Mark	
<input type="checkbox"/>	Merger File	
<input type="checkbox"/>	Art. of Amend. File	
<input type="checkbox"/>	RA Resignation	
<input type="checkbox"/>	Dissolution / Withdrawal	
<input type="checkbox"/>	Annual Report / Reinstatement	
<input checked="" type="checkbox"/>	Cert. Copy	00 MAR 10 PM 12:19 RECEIVED DEPARTMENT OF STATE DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA
<input type="checkbox"/>	Photo Copy	
<input type="checkbox"/>	Certificate of Good Standing	
<input type="checkbox"/>	Certificate of Status	
<input type="checkbox"/>	Certificate of Fictitious Name	
<input type="checkbox"/>	Corp Record Search	
<input type="checkbox"/>	Officer Search	
<input type="checkbox"/>	Fictitious Search	
<input type="checkbox"/>	Fictitious Owner Search	
<input type="checkbox"/>	Vehicle Search	
<input type="checkbox"/>	Driving Record	W-6572 W-7311 MAY 11 2000
<input type="checkbox"/>	UCC 1 or 3 File	
<input type="checkbox"/>	UCC 11 Search	
<input type="checkbox"/>	UCC 11 Retrieval	
<input type="checkbox"/>	Courier	

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 20, 2000

CAPITAL CONNECTION, INC.
417 E. VIRGINIA ST., STE. 1
TALLAHASSEE, FL 32302

SUBJECT: BAY AREA II, INC.
Ref. Number: W00000007311

We have received your document for BAY AREA II, INC. 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 person designated as registered agent in the document and the person signing as registered agent must be the same.

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) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 000A00015140

no record

RECEIVED
00 MAY 11 AM 10:37
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES
OF
INCORPORATION
BAY AREA II, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be BAY AREA II, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized outstanding at any one time is 100 shares of common stock having a par value of 1.00 per share. No stockholder may sell, transfer, or pledge any stock or stock rights without prior written consent of all other stockholders.

ARTICLE IV. ADDRESS

The address of the principal office of the corporation is 1543 S. Highland Avenue, #210, Clearwater, Florida, 33756.

ARTICLE V. REGISTERED AGENT

The name and address of the Registered Agent of this corporation is Mildred Nasta 1543 S. Highland Avenue, Clearwater, Florida, 33756

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually and transact business upon formation.

ARTICLE VII. SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the Regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII. PREEMPTIVE RIGHTS

Every shareholder upon the sale of any new stock of this corporation of the same kind, class, or series as that which he already holds shall have the right to purchase his prorata share thereof at the price and on the terms at which it is offered to others.

FILED
00 MAY 11 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IX. DIRECTORS

This corporation shall have no Directors, initially. The affairs of the corporation will be managed by the shareholders until such time Directors are designated as provide by the Bylaws.

ARTICLE X. OFFICERS

The names and addresses of the intitial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

MILDRED J. NASTA, 1920 SANDRA DRIVE, PRESIDENT
ROGER L. NEAL, 1478 JORDAN HILLS COURT, VICE PRESIDENT
MORGAN TINGLEY, 1543 S. HIGHLAND AVENUE #210, SECRETARY

ARTICLE XI. STOCK

The amount of stock shall be issued as follows:

MILDRED NASTA-SIXTY (35) SHARES
MORGAN F. TINGLEY - TEN (35) SHARES
ROGER L NEAL - THIRTY (30) SHARES

ARTICLE XII. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:
Mildred Nasta, 1920 Sandra Drive, Clearwater, Florida, 33756

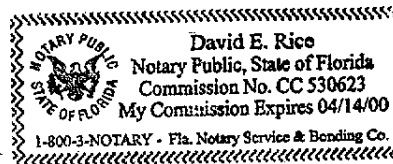
IN WITNESS WHEREOF, I have set my hand and seal this 04 day of FEB, ²⁰⁰⁰~~1999~~.

I know and accept the duties of registered agent of the corporation.

M. Nasta
Mildred Nasta, Incorporator
and Registered Agent.

Sworn to and subscribed
before me this 04 day
of FEB, ²⁰⁰⁰~~1999~~

[Signature]
Notary Public



FILED
00 MAY 11 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA