

LAW OFFICES
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SUITE 205C
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(813) 894-2626 * FAX 821-6363

OF COUNSEL

RICHARD T. AVIS ♦

♦ ALSO ADMITTED IN
N.Y. AND ILLINOIS

REFER TO FILE NO.

P00000050790

TRANSMITTAL LETTER

November 7, 2000

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

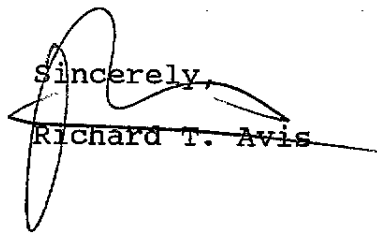
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*****35.00 *****35.00

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 Islé Blvd., Suite 205C
St. Petersburg, Fl. 33704

Thank you for your assistance in this matter.

Sincerely,

Richard T. Avis

FILED
00 NOV - 8 PM 2: 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RTA/lbj
Enclosures

D:SS.

8. PAYNE NOV 20 2000

ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: BAI-HY, Inc.

SECOND: The filing date of the articles of incorporation was: May 18, 2000

THIRD: (CHECK ONE)

- None of the corporation's shares have been issued.
- The corporation has not commenced business.

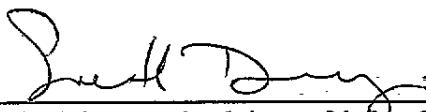
FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

- A majority of the incorporators authorized the dissolution.
- A majority of the directors authorized the dissolution.

Signed this 2nd day of October, ~~19~~2000

Signature 
(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

Sue Dougherty
(Typed or printed name)

Sole Incorporator
(Title)

FILED
00 NOV - 8 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA