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Basic American Industries, Inc.

People and Technology Building the Future

FILED
00 SEP 21 AM 8:57

STATE
TALLAHASSEE, FLORIDA

September 20, 2000

VIA FEDERAL EXPRESS:

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

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: Incorporation of Bayshore Financial, Inc.

Dear Madam:

Enclosed for filing are two originals of the Articles of Incorporation of Bayshore Financial, Inc., along with a check in the amount of \$78.75 for the filing fee and a Certificate of Status. Please return the Certificate to us in the overnight pre-paid package enclosed.

Sincerely,

Teresa C. Williams
Corporate Counsel

TCW/dw
Enclosures

ARTICLES OF INCORPORATION

OF

BAYSHORE FINANCIAL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to Chapter 607 and 621 of the Florida Statutes (Profit), execute the following articles of incorporation.

ARTICLE I

Name

The name of the Corporation is BAYSHORE FINANCIAL, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal office for which the corporation is organized is: 6900 S. Gray Road, Indianapolis, Indiana 46237.

ARTICLE III

Purposes and Powers

1. The purpose for which the Corporation is formed is to transact any and all lawful business for which corporations may be incorporated under the Florida Statutes.

2. Subject to any limitation or restriction imposed by the Florida Statutes, any other law, or any provisions of these articles of incorporation, the Corporation shall have:

a. the same capacity to act as possessed by natural persons and to do everything necessary, advisable or convenient for the accomplishment of any of the purposes hereinbefore set forth, or which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation, and to do all other things incidental thereto or connected therewith which are not forbidden by law;

b. the power to carry out the purposes hereinbefore set forth in any state, territory, district or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the law of any such state, territory, district or possession of the United States or by any such foreign country; and

c. the power to have, exercise and enjoy in furtherance of the purposes hereinbefore set forth all the general rights, privileges and powers granted to corporations by the Act, and by the common law.

ARTICLE IV

Shares

Section 1. Number.

The total number of shares which the Corporation has authority to issue is ten thousand (10,000).

ARTICLE V

Registered Office and Registered Agent

Section 1. Registered Office.

The street address of the registered office of the Corporation located in Florida is c/o CT Corporation, 1200 S. Pine Island Road, Plantation, Florida 33324.

Section 2. Registered Agent.

The name of the Registered Agent whose business office is identical with the registered office is CT Corporation System.

ARTICLE VII

Provisions for Regulation of Business and Conduct of Affairs of Corporation

Section 1. Indemnification.

a. Every person who is or was a director of the Corporation shall be indemnified by the Corporation against all liability and reasonable expenses incurred by such person in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, because such person is or was a director of the Corporation. The Corporation shall advance to such person the reasonable expenses incurred by him or her in connection with any such action, suit or proceeding. Upon demand for indemnification or advancement of expenses, as the case may be, the Corporation shall proceed to determine whether such person is entitled thereto. Every person who is or was an officer of the Corporation shall be indemnified, and shall be entitled to an advancement of expenses, to the same extent as if such person were a director.

b. If the Corporation indemnifies or advances expenses to a director in connection with a proceeding by or in the right of the Corporation, the Corporation shall report the indemnification or advance in writing to the shareholders with or before the notice of the next shareholders' meeting as provided in Ind. Code §23-1-53-2(a).

Nothing contained in this Section 1 shall limit or preclude the exercise of any right provided under the Act, these articles of incorporation, the Corporation's bylaws, any general or specific action of the board of directors or the shareholders of the Corporation, or any contract relating to indemnification of or the advancement of expenses to any director, officer, employee or agent of the Corporation, or the ability of the Corporation to otherwise indemnify or advance expenses to any director, officer, employee or agent.

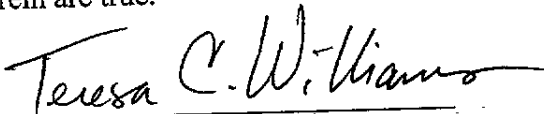
ARTICLE VIII

Incorporator

The name and post office address of the incorporator of the Corporation is:

Teresa C. Williams
6900 South Gray Road
Indianapolis, Indiana 46237

IN WITNESS WHEREOF, the undersigned, being the incorporator designated herein, executes this articles of incorporation this 20 day of September, 2000, and affirms under penalties of perjury that the statements contained herein are true.

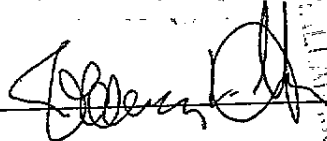

Teresa C. Williams, Incorporator

ACCEPTANCE OF REGISTERED AGENT:

Having been named as registered agent to accept service of process for the above stated corporation and the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Date: 9-20-00

CT CORPORATION SYSTEM

By: 

Corporation/Articles/Bayshore Financial, Inc.

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