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Tittle & Tittle, *Chartered*

Attorneys and Counselors at Law
Post Office Box 535 (91760 Overseas Highway)
Tavernier, Florida 33070
(305) 852-3206 - (Fax) 852-3242

Fred Tittle, Retired
Charles P. Tittle

November 3, 2000

Secretary of State
Corporations
PO Box 6327
Tallahassee, Florida 32314

Re: Bayside Management Services, Inc.

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-11/06/00--01077--011
*****70.00 *****70.00

To whom it may concern:

Enclosed please find the articles of incorporation for the above referenced incorporation.
Also enclosed is a check in the amount of \$70.00 to cover the cost of filing.

Please return the filed documents to me in the self addressed stamped envelope. If you
have any questions or require any additional information, please call.

Sincerely,

L. Ganim

Laura Ganim,
Legal Secretary for
Charles P. Tittle

enc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch NOV 7 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

Bayside Management Services, Inc.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME. The name of the Corporation is: Bayside Management Services, Inc.

ARTICLE II. DURATION. The duration of the corporation is perpetual.

ARTICLE III. NATURE OF BUSINESS. The general nature of the business to be transacted by this corporation is to manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

ARTICLE IV. CAPITAL STOCK. The aggregate number of shares which the corporation is authorized to issue is 100 shares. Such shares shall have a par value of \$1.00 each.

ARTICLE V. REGISTERED OFFICE, PRINCIPAL OFFICE AND AGENT. The street and mailing address for the initial registered agent and principal office of the corporation is 75501 Overseas Highway (PO Box 26), Islamorada, FL 33036 and the name of its initial registered agent at such address is Tuesday H. Wilson.

ARTICLE VI. BOARD OF DIRECTORS. The number of directors constituting the initial board of directors of the corporation is two (2). The name and address of the initial board of directors are;

Tuesday H. Wilson

75501 Overseas Highway (PO Box 26)
Islamorada, FL 33036

Richard D. Wilson

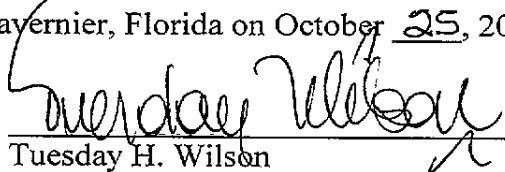
75501 Overseas Highway (PO Box 26)
Islamorada, FL 33036

ARTICLE VII. INCORPORATOR. The name and address of the incorporator is:

Tuesday H. Wilson

75501 Overseas Highway (PO Box 26)
Islamorada, FL 33036

Executed by the undersigned at Tavernier, Florida on October 25, 2000.


Tuesday H. Wilson

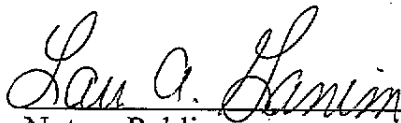
STATE OF FLORIDA
COUNTY OF MONROE

I hereby certify that on this date, before me a Notary Public authorized in the State and County named above to take acknowledgments, personally appeared Tuesday H. Wilson who after being duly sworn deposes and states that he is the individual who executed the foregoing Articles of Incorporation and that he executed the same freely and voluntarily for the uses and purposes therein expressed.

Witness my hand and official seal in the State and County last aforesaid on 10/25, 2000.



(SEAL)



Notary Public

Stamp, Print or Type Name

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Bayside Management Services, Inc., at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and agree to comply with the laws of the State of Florida in keeping open said office.


Registered Agent