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Date 11/28/00 FedEx Tracking Number 824432794259

Sender's Name Henry S. Kade Phone 954 527-0989

Company BAY CAPITAL OF AMERICA CORP

Address 500 SE 17TH ST STE 228

Dept./Floor/Suite/Room

City FORT LAUDERDALE State FL ZIP 33316

Our Internal Billing Reference

Office Use Only

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00 NOV 29 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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- ☐ Walk in ☐ Pick up time ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

B-4

ARTICLES OF INCORPORATION

OF

BAY IMAGING GROUP, INC.

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Corporation for profit under the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME AND MAILING ADDRESS

The name of this corporation is: **BAY IMAGING GROUP, INC.**

The mailing address for this corporation is:

500 SE 17th Street, Suite 228 Fort Lauderdale, Florida 33316

ARTICLE II
NATURE OF BUSINESS

This Corporation may engage in any business activity or endeavor, which is lawful under the laws of the State of Florida, and the United States of America.

ARTICLE III
CAPITAL STOCK

This Corporation is authorized to issue one hundred (100) shares of stock, with a par value of One (\$1.00) Dollar.

ARTICLE IV
TERM OF EXISTENCE

This Corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE V
PRE-EMPTIVE RIGHTS

Every Shareholder, upon the sale of any new stock of this Corporation of the same kind or class as that which he already holds, shall have the right to purchase his prorated share thereof at a price at which it is offered to others.

ARTICLE VI
INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The street address of the initial registered office of this Corporation is 500 SE 17th Street, Suite 228 Fort Lauderdale, Florida 33316, and the name of the initial Registered Agent of this Corporation at that address is HENRY S. KOCHÉ.

ARTICLE VII
DIRECTORS

The Shareholders of this Corporation shall manage the business of this Corporation, and such Shareholders shall be deemed Directors of the Corporation. The name and address of the initial Shareholder(s) and Director(s) is:

Henry S. Koche 500 SE 17th Street, Suite 228 Fort Lauderdale 33316

ARTICLE VIII
SUBSCRIBERS

The name and street address of the person(s) executing these Articles of Incorporation as subscriber is:

Henry S. Koche

ARTICLE IX
POWERS

This Corporation shall have all of the powers enumerated for Corporations under the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28 Day of November, 2000.

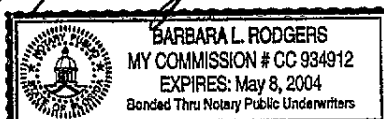
By: [Signature]
Name: Henry S. Koche

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 28 day of Nov, 2000, by HENRY S. KOCHÉ, whom do I personally know and who did take an oath.

[Signature]



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