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ABCD ACCOUNTING
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1821 Northeast 146th Street
Miami, Florida 33181-1423

June 8, 2001

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-06/15/01--01083--003
*****70.00 *****70.00

RE: PAL-BAY CORP.

Greetings:

Enclosed are one original and one copy of the articles of incorporation and registered agent designation for the above-named corporation together with the \$70.00 filing fees.

Any effort you might extend to process these articles as quickly as possible will be greatly appreciated.

Thank you so much for your time and consideration.

Sincerely,



Robert D. Allman
Accountant

/ie

FILED
01 JUN 15 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
FOR
PAL-BAY CORP.**

FILED
01 JUN 15 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be:
PAL-BAY CORP.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
333 Cameron Drive, Weston, FL 33326.

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: Seven thousand five hundred shares (7,500).

ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the initial registered agent is:

LILIBETH BAYANI
333 Cameron Drive, Weston, FL 33326.

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

LILIBETH BAYANI
333 Cameron Drive, Weston, FL 33326.

ARTICLE VI INITIAL OFFICERS & DIRECTORS

The names of the initial Officers & Directors of this corporation are:

Director and President:	Lilibeth Bayani
Director and Vice President:	Amparo Palomares
Secretary:	Amparo Palomares
Treasurer:	Lilibeth Bayani

The undersigned has executed these Articles of Incorporation this 8th day of June, 2001.



Lilibeth Bayani, President

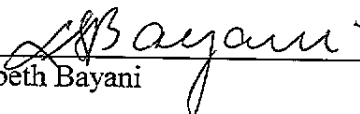
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designing the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:
PAL-BAY CORP.
2. The name and address of the registered agent and office is:
LILIBETH BAYANI
333 Cameron Drive, Weston, FL 33326.

FILED
01 JUN 15 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Lilibeth Bayani Date