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****122.50 *****78.75

TRANSMITTAL LETTER

TO: Department of State
Division Of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

FROM: Neal J. Blaher, Esquire

RE: Incorporation Of Bay Street Merchants, Inc.

DATE: July 30, 2001

01 AUG - 1 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Enclosed please find an original and one copy of the Articles Of Incorporation for the above-named new corporation and a check in the amount of \$122.50 representing the required filing fee.

If you require anything further, please advise.

Sincerely,



Neal J. Blaher

Enclosures

PS 8/6/01

ARTICLES OF INCORPORATION

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 BAY STREET MERCHANTS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 7515 Park Springs Circle, Orlando, Florida, 32835

ARTICLE III SHARES OF STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET

The name and Florida street address of the initial registered agent is Maryann L. Hardy, 7515 Park Springs Circle, Orlando, Florida, 32835.

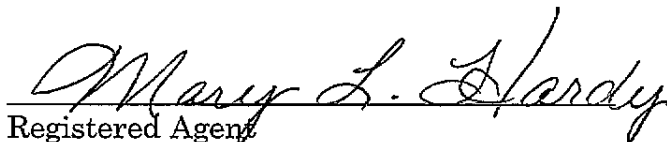
ARTICLE V INCORPORATOR

The name and address of the incorporator to these Articles Of Incorporation is Kenneth L. Hardy, 7515 Park Springs Circle, Orlando, Florida, 32835.


Incorporator

7/30/01
Date

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.


Registered Agent

7/30/01
Date

01 AUG - 1 AM 8:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED