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THE  
STITZEL LAW GROUP

D. Howard Stitzel, III  
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206 N. Collins Street  
Plant City, Florida 33566  
Tel. 813- 759-1224  
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July 27, 2001

Secretary of State  
Division of Corporations  
Attn.: New Filing  
P.O. Box 6327  
Tallahassee, FL 32314

FILED  
01 AUG - 1 PM 12:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

000004511260--4  
-08/01/01--01060--020  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Bay South Holdings Corporation

Dear Clerk:

Enclosed please find an original and a copy of the Articles of Incorporation and Designation of and acceptance by Registered Agent for the above-named corporation. In addition, a check in the sum of \$70.00 is enclosed which represents the following fees:

Filing Fee for Articles of Incorporation	\$35.00
Filing Fee for Registered Agent	<u>\$35.00</u>
	\$70.00

Please file the original of the enclosed and return a copy to me at the above referenced address.

Sincerely,

THE STITZEL LAW GROUP

D. Howard Stitzel, III

DHS/aua

\\Angie\c\AUA-FILES\Work\Corporations\Bay South Holdings, Inc\Ltr. to Secretary 7-27-01.wpd

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**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**ARTICLES OF INCORPORATION  
OF  
BAY SOUTH HOLDINGS CORPORATION**

The undersigned Incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I - NAME & PLACE**

The name of the corporation shall be BAY SOUTH HOLDINGS CORPORATION, The address of the principal office of this corporation shall be 110 East Reynolds Street, Suite 601, Plant City, Florida 33566, and the mailing address shall be the same.

**ARTICLE II - EFFECTIVE DATE**

The incorporation of this corporation shall become effective on the date of filing these Articles of Incorporation with the Secretary of State, State of Florida.

**ARTICLE III - PURPOSE**

The purpose of this corporation shall be to transact all legally permissible business activities in the State of Florida which the Board of Directors shall deem reasonable and prudent.

**ARTICLE IV-CAPITAL STOCK**

This corporation is authorized to issue TEN THOUSAND (10,000) shares of common stock, in one class only, with \$.01 par value.

**ARTICLE V-REGISTERED OFFICE AND AGENT**

The street address of the registered office of this corporation is 206 North Collins Street, Plant City, Florida 33566. The registered agent of this corporation at that address is D. Howard Stitzel III, Esquire.

**ARTICLE VI-INITIAL DIRECTOR**

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time, but it shall never be less than one (1). The addresses of the members of the initial Board of Directors and their name is as follows:

Stephen G. Parks  
1506 Diehl Drive  
Valrico, FL 33594

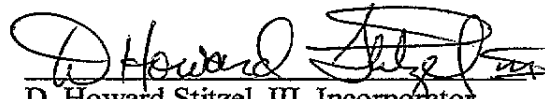
Ronald E. Johns  
P.O. Box 353  
Plant City, FL 33564-0353

ARTICLE VII- INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is D. Howard Stitzel, III, 206 N. Collins St., Plant City, Florida 33566.

IN WITNESS WHEREOF, the undersigned has hereto set his hand on the date first written below.

Date: 7/30/01

  
D. Howard Stitzel, III, Incorporator

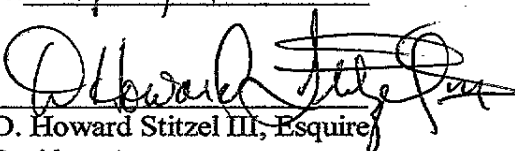
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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**  
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Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Bay South Holdings Corporation.
2. The name and street address of the registered agent and office is D. Howard Stitzel III, Esquire, 206 N. Collins St., Plant City, Florida 33566.

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.

Date: 7/30/01

By   
D. Howard Stitzel III, Esquire  
Resident Agent

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA