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September 13, 2001

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-09/18/01--01034--004
*****70.00 *****70.00

Florida Department of State
Corporation Division Charter Section
409 E. Gaines St.
Tallahassee, Florida 32399

RE: Bayshore Real Estate Investment Corporation
Articles of Incorporation

Dear Department of State:

Enclosed herewith are the proposed Articles of Incorporation relative to the above,
together with a check in the amount of \$70.00 for the following fees:

| | |
|----------------------|----------------|
| Filing Fee | \$35.00 |
| Registered Agent Fee | <u>\$35.00</u> |
| TOTAL | \$70.00 |

Please file the articles, and return the stamped copy to me at your earliest convenience.

Thank you for your cooperation in this matter. If you should have any questions,
please do not hesitate to contact me.

Sincerely,

JAMES D. LAMPATHAKIS, P.A.

James D. Lampathakis, Esq.

JDL/tmt
Enclosures

c:\mydocs\clientfiles\carey,tom\corp(Bayshore...)\letter-filearti9-7-01to State.doc

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 SEP 18 AM 11:55

RECEIVED

SEP 26 2001

ARTICLES OF INCORPORATION
OF
BAYSHORE REAL ESTATE INVESTMENT CORPORATION

FILED
STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
01 SEP 18 AM 11:35

ARTICLE I - NAME AND ADDRESS

The name and mailing address of the principal office of this Corporation is: Bayshore Real Estate Investment Corporation, 622 Bypass Drive, Suite 100, Clearwater, Florida 33764

ARTICLE II. - COMMENCEMENT

This corporation shall commence existing on the date of the filing with the Office of the Secretary of State of Florida.

ARTICLE III. - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of One and No/100 Dollars (\$1.00) par value common stock, which shall be designated "Common Stock".

ARTICLE V. - INITIAL REGISTERED OFFICE, AGENT AND ACCEPTANCE

The street address of the initial registered office of this Corporation is 622 Bypass Drive, Suite 100, Clearwater, Florida 33764 and the name of the initial registered agent of this Corporation is Tom Carey

ACCEPTANCE

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Tom Carey

ARTICLE VI. - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The name and address of said director are:

NAME

ADDRESS

Tom Carey

622 Bypass Drive, Suite 100, Clearwater, Florida 33764

ARTICLE VII. - INCORPORATOR

The name and address of the person signing these Articles is:

NAME

ADDRESS

Tom Carey

622 Bypass Drive, Suite 100, Clearwater, Florida 33764

IN WITNESS WHEREOF, the undersigned subscriber has executed the Articles of
Incorporation this 31st day of August, 2001.


Tom Carey

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, Tom Carey personally appeared, (known to me) and by me to be the person who executed the foregoing Articles of Incorporation, and who has produced _____ as identification, # _____, expiring on _____.

IN WITNESS WHEREOF, I hereunto set my hand and affix my official seal in the State and County last aforesaid this 31st day of August, 2001.

(SEAL)



Janet L. Stryck
MY COMMISSION # CC690633 EXPIRES
December 6, 2001
BONDED THRU TROY FAIN INSURANCE, INC.


NOTARY PUBLIC, State of Florida

My commission expires: 12/06/01

Printed name: Janet L. Stryck

CC 690633

Serial / Commission#

FILED
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
01 SEP 18 AM 11:35