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January 24, 2002

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

Department of State, Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

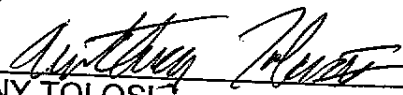
Re: BISCAYNE BAY HOLDING COMPANY

Ladies and Gentlemen:

Please find enclosed for filing one original and one copy of the Articles of Incorporation of BISCAYNE BAY HOLDING COMPANY. Also enclosed is a check in the amount of \$70.00 as the appropriate filing fee.

Please return the copy, stamped to show the date of filing, to the undersigned.

Sincerely,

  
ANTHONY TOLOSI  
777 SOUTH FEDERAL HIGHWAY SUITE C-  
102, POMPANO BEACH, FL 33062

FILED  
02 FEB - 8 PM 2:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

New Projects  
PAC  
2-13  
(3)

**ARTICLES OF INCORPORATION  
OF  
BISCAYNE BAY HOLDING COMPANY**

**FILED**  
02 FEB - 8 PM 2:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of the Corporation is BISCAYNE BAY HOLDING COMPANY.

**ARTICLE II**

The principal place of business and mailing address of this corporation shall be 777 SOUTH FEDERAL HIGHWAY SUITE C-102, POMPANO BEACH, FL 33062.

**ARTICLE III**

The aggregate number of shares which the Corporation has authority to issue is 1,000 shares of common stock with no par value.

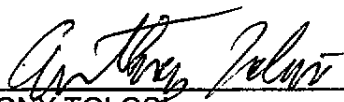
**ARTICLE IV**

The address of the initial registered office of the Corporation is 777 SOUTH FEDERAL HIGHWAY SUITE C-102, POMPANO BEACH, Florida 33062, and the name of the Corporation's initial registered agent for service of process at such address is ANTHONY TOLOSI.

**ARTICLE V**

The name and address of the incorporator to these Articles of Incorporation is:  
ANTHONY TOLOSI, 777 SOUTH FEDERAL HIGHWAY SUITE C-102, POMPANO BEACH, FL 33062.

IN WITNESS WHEREOF, I have hereunto set my hand this 24th day of January, 2002.

  
\_\_\_\_\_  
ANTHONY TOLOSI  
777 SOUTH FEDERAL HIGHWAY SUITE C-102  
POMPANO BEACH, FL 33062

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 designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: BISCAYNE BAY HOLDING COMPANY.
2. The name of the registered agent and office is:

ANTHONY TOLOSI  
777 SOUTH FEDERAL HIGHWAY SUITE C-102, POMPAÑO BEACH, Florida  
33062

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.

SIGNATURE \_\_\_\_\_

*Anthony Tolosi*

DATE \_\_\_\_\_

*2-7-02*