

P02000039161

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H02000079574 8)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)205-0381

From: Account Name : CORPORATION SERVICE COMPANY / **DAS**
Account Number : I20000000195
Phone : (850)521-1000
Fax Number : (850)521-1030

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 APR 10 AM 8:19

FILED

FLORIDA PROFIT CORPORATION OR P.A.

BAYQUEST CAPITAL CORPORATION

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 05 |
| Estimated Charge | \$70.00 |

me 4/11

H020000795748

**ARTICLES OF INCORPORATION
OF
BAYQUEST CAPITAL CORPORATION**

**ARTICLE I
NAME**

The name of this corporation shall be:

BAYQUEST CAPITAL CORPORATION

**ARTICLE II
DURATION**

This corporation shall commence its existence upon the filing of these Articles and the duration of this corporation is perpetual.

**ARTICLE III
PURPOSE**

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue one thousand (1,000) shares of one cent (\$0.01) par value common stock, which shall be designated "Common Shares."

**ARTICLE V
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

H020000795748

FILED
02 APR 10 AM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H020000795748

ARTICLE VI
PRINCIPAL OFFICE OF BUSINESS

The principal place of business of this corporation is: 3900 Hollywood Boulevard, Suite 201, Hollywood, Florida 33021.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4000 Hollywood Boulevard, Suite 265-S, Hollywood, Florida 33021, and the name of the initial registered agent is JEREMY A. KOSS, ESQ.

ARTICLE VIII
BOARD OF DIRECTORS AND INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of the initial Director is:

Director's Name

Director's Address

DOUGLAS J. JACOBS

3900 Hollywood Boulevard, Suite 201
Hollywood, Florida 33021

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles as Incorporator is JEREMY A. KOSS, ESQ., 4000 Hollywood Boulevard, Suite 265-S, Hollywood, Florida 33021. The incorporator shall not be liable, in any form or fashion, for any acts or omissions of the Corporation.

ARTICLE X
BYLAWS

The power to adopt, after, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

H020000795748

H020000795748

ARTICLE XI
AMENDMENTS

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 9th day of April, 2002.



JEREMY A. KOSS, ESQ., Sole Incorporator

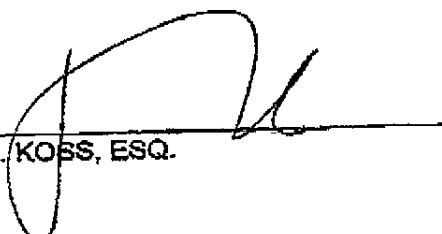
H020000795748

H020000795748

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT OF THE CORPORATION
NAMED ABOVE, THE UNDERSIGNED DOES HEREBY ACCEPT SUCH APPOINTMENT
AND DOES HEREBY AGREE TO DO ALL THINGS NECESSARY IN ORDER TO CARRY
OUT ANY AND ALL DUTIES REQUIRED OF SUCH POSITION.

DATED THIS 9TH DAY OF APRIL, 2002.


JEREMY A. KOSS, ESQ.

FILED
02 APR 10 AM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H020000795748