

**Electronic Articles of Incorporation
For**

P02000080720
FILED
July 25, 2002
Sec. Of State

BAY MEMBERSHIPS, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

BAY MEMBERSHIPS, INC.

Article II

The principal place of business address:

801 WEST BAY DRIVE
SUITE 201
LARGO, FL. 33770

The mailing address of the corporation is:

801 WEST BAY DRIVE
SUITE 201
LARGO, FL. 33770

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

100

Article V

The name and Florida street address of the registered agent is:

PETER J PORCELLI II
801 WEST BAY DRIVE
SUITE 201
LARGO, FL. 33770

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: PETER J. PORCELLI II

Article VI

The name and address of the incorporator is:

PETER J. PORCELLI II
801 WEST BAY DRIVE
SUITE 201
LARGO, FL 33770

Incorporator Signature: PETER J. PORCELLI II

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: CEO
PETER J PORCELLI II
801 WEST BAY DRIVE, SUITE 201
LARGO, FL. 33770

Article VIII

The effective date for this corporation shall be:

07/24/2002