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

From:
Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

**FLORIDA PROFIT CORPORATION OR P.A.
BAY FINANCIAL INC.**

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✓ D. WHITE AUG -7 2003

FILED
03 AUG -6 AM 8:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF

BAY FINANCIAL INC.

FILED

03 AUG -6 AM 8:36

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be:

BAY FINANCIAL INC.

The principal place of business of this corporation shall be:

101 SE 11th COURT, DEERFIELD BEACH, FL 33441

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 100 shares @ \$1.00 par value

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

HEIDI S. BARNES

101 SE 11th COURT

DEERFIELD BEACH, FL 33441

(PRESIDENT)

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

HEIDI S. BARNES
101 SE 11th COURT
DEERFIELD BEACH, FL 33441

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this, 5 day of AUGUST 2003

Signature(s) of Incorporator(s)

Heidi Barnes

08/05/03

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.325, 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:

BAY FINANCIAL INC.

2. The name and address of the registered agent and office is:

HEIDI S. BARNES 101 SE 11th COURT

(P.O. BOX NOT ACCEPTABLE)

DEERFIELD BEACH, FL 33441

(CITY/STATE/ZIP)

SIGNATURE Heidi Barnes

TITLE _____

DATE 08/05/03

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE Heidi Barnes

DATE 8/5/03