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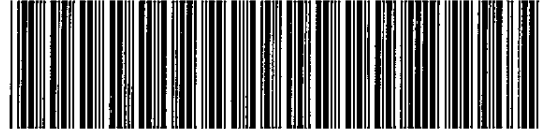
(Business Entity Name)

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DIVISION OF CONFIRMATION

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03 AUG 16 11:12:02

FILE

FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 207085 82467A

AUTHORIZATION : *Patricia Pizeto*

COST LIMIT : \$ 78.75

ORDER DATE : August 15, 2003

ORDER TIME : 1:04 PM

ORDER NO. : 207085-005

CUSTOMER NO: 82467A

CUSTOMER: Stephen H. Kurvin, Esq
Stephen H. Kurvin, Esquire

7 South Lime Avenue

Sarasota, FL 34237

DOMESTIC FILING

NAME: BAY CAPITAL TRUST, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Kimberly Moret - EXT. 1149

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION
OF
BAY CAPITAL TRUST, INC.

FILED
03 AUG 16 AM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

I.

The name of the corporation is BAY CAPITAL TRUST, INC.

II.

The period of its duration is perpetual.

III.

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

IV.

The corporation shall have authority to issue 500 shares, all of one class, \$1.00 par value.

V.

The address of its principal office is 1047 East Avenue North, Sarasota, Florida 34237, and the name of its initial registered agent is Stephen H. Kurvin, at 7 South Lime Avenue, Sarasota, Florida 34237. The address of the principal office and the mailing address shall be the same.

VI.

The number of directors constituting its initial Board of Directors is one (1), whose name and address is:

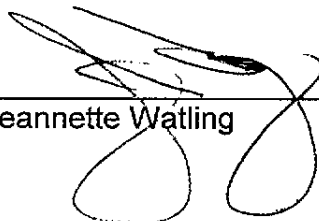
Jeannette Watling
1047 East Avenue North
Sarasota, FL 34237

VII.

The names and addresses of the incorporator is:

Jeannette Watling
1047 East Avenue North
Sarasota, FL 34237

Dated: August 14th, 2003.



Jeannette Watling

STATE OF FLORIDA
COUNTY OF SARASOTA

Before me, the undersigned authority, personally appeared JEANNETTE WATLING, who is personally known to me and who subscribed the above Articles of Incorporation, and she did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Sarasota in said County and State this 14th day of August 2003.



Notary Public
My Commission Expires:



Maggie Super
MY COMMISSION # CC915475 EXPIRES
March 2, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

DESIGNATION OF REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

I. That **BAY CAPITAL TRUST, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 1047 East Avenue North, Sarasota, Florida 34237, has named Stephen H. Kurvin at 7 South Lime Avenue, Sarasota, Florida 34237 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Stephen H. Kurvin

FILED
03 AUG 16 AM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA