

AUG 31 2004 9:48AM

TRIAD PROFESSIONAL SERVICE 770 777-2094

Division of Corporations

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Florida Department of State  
Division of Corporations  
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To:

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

From:

Account Name : TRIAD PROFESSIONAL SERVICES, LLC  
Account Number : I20020000094  
Phone : (770) 777-2091  
Fax Number : (770) 777-2094

CLERK OF STATE  
TALLAHASSEE FLORIDA

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**FLORIDA PROFIT CORPORATION OR P.A.**

**Bayside Capital, Inc.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 1       |
| Page Count            | 01      |
| Estimated Charge      | \$78.75 |

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

**ARTICLE I NAME**

The name of the corporation shall be:

Bayside Capital, Inc.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business/mailling address is:

1001 Brickell Bay Drive, Suite 2604, Miami, FL 33131

**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is:

To engage in the transaction of any or all lawful purposes for which corporation may be incorporated.

**ARTICLE IV SHARES**

The number of shares of stock is:

1,000 shares

**ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS**

List name(s), address(es) and specific title(s):

Co-President, Secretary and Director - Anthony Tamer, 1001 Brickell Bay Drive, Suite 2604, Miami, FL 33131  
Co-President, CFO and Director - Sami Mhaymneh, 1001 Brickell Bay Drive, Suite 2604, Miami, FL 33131

**ARTICLE VI REGISTERED AGENT**

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

NRAI Services, Inc.  
529 E. Park Avenue  
Tallahassee, FL 32301

**ARTICLE VII INCORPORATOR**

The name and address of the Incorporator is:

Daniel D. Gordon, 77 W. Wacker Drive, Suite 2500, Chicago, IL 60601

\*\*\*\*\*  
*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity*

Mary Paris  
Signature/Registered Agent

8-30-04  
Date

[Signature]  
Signature/Incorporator

08/30/2004  
Date