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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.
Bay Park Group Corp.

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**ARTICLES OF INCORPORATION
OF
BAY PARK GROUP CORP.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - Name

The name of the corporation is **BAY PARK GROUP CORP.** (the "Corporation").

ARTICLE II - Purpose

The Corporation is organized for the purposes of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the laws of the State of Florida.

ARTICLE III - Capital Stock

The Corporation is authorized to issue 1,000 shares of common stock, par value \$0.01 per share. The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All such stock when issued shall be fully paid and exempt from assessment.

ARTICLE IV - Registered Office and Agent

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation is:

Milagros A. Sanchez
1300 Brickell Avenue
Miami, Florida 33131

ARTICLE V - Corporate Mailing Address

The principal office and mailing address of the Corporation is:

1300 Brickell Avenue
Miami, Florida 33131

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ARTICLE VI - Incorporator

The name and address of the incorporator of the Corporation is as follows:

Milagros A. Sanchez
1300 Brickell Avenue
Miami, Florida 33131

ARTICLE VII - Powers

The Corporation shall have all of the corporate powers enumerated under Florida law.

ARTICLE VIII - No Anti-Takeover Law Governance

The Corporation shall not be governed by Sections 607.0901 or 607.0902 of the Florida Business Corporation Act or any laws related thereto.

ARTICLE IX - Indemnification

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

ARTICLE X - Fiscal Year

The fiscal year of this Corporation shall be the calendar year, unless otherwise established by the Board of Directors.

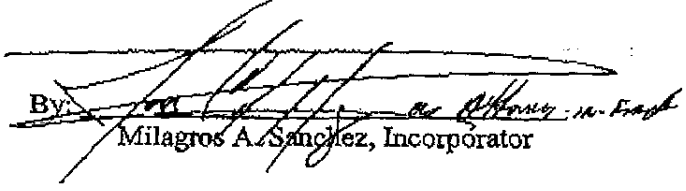
ARTICLE XI - Duration

The duration of the Corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

ARTICLE XII - Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on February 28, 2005.

The undersigned has executed these Articles of Incorporation this 28th day of February, 2005.

By:  as Attorney-in-Fact
Milagros A. Sanchez, Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

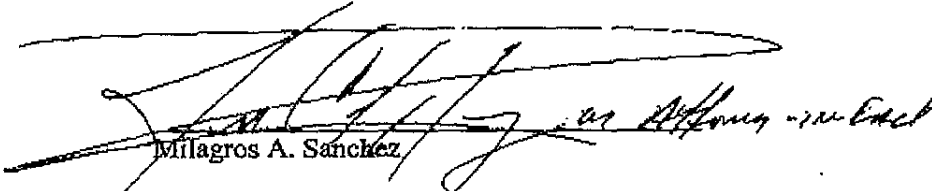
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That **BAY PARK GROUP CORP.**, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 1300 Brickell Avenue, Miami, Florida 33131, has named Milagros A. Sanchez as its agent to accept service of process within this state.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **BAY PARK GROUP CORP.** at the place designated in the Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Section 607.0505, Florida Statutes, relative to keeping open such office until such time as it shall notify the Corporation of its resignation.

Dated: February 28, 2005.


Milagros A. Sanchez

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