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GOVERNMENTAL RELATIONS

SANDRA S. HARRIS

NOT A MEMBER OF FLA BAR

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IGNACIO M. SARMIENTO  
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November 17, 2005

Florida Department of State  
The Division of Corporation  
Corporate Filing  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: Bay One Holdings, Inc.**

To Whom It May Concern:

Attached you will find the Articles of Incorporation for Bay One Holdings, Inc., along with a check in the amount of \$78.75 representing the appropriate filing fee. Please make arrangements to have these Articles of Incorporation filed as soon as possible. In addition, please return a certified copy to the undersigned in the enclosed self-addressed stamped envelope provided for your convenience.

Thank you in advanced for your attention to this matter. Should you have any questions or require any additional information, please contact the undersigned.

Sincerely yours,

  
LINDA C. FRAZIER

LCF/cc  
Enclosures

**ARTICLES OF INCORPORATION**  
**OF**  
**BAY ONE HOLDINGS, INC.**

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLE I**  
**NAME**

The name of the corporation is Bay One Holdings, Inc. (the "Corporation").

**ARTICLE II**  
**PRINCIPAL OFFICE**

The principal office of the Corporation is 14027 SW 156<sup>th</sup> Avenue, Miami, FL 33196.

**ARTICLE III**  
**REGISTERED AGENT**

The name of the Corporation's registered agent in the State of Florida is Sandra Chen-Walta, and the address of the Corporation's registered office is 14027 SW 156<sup>th</sup> Avenue, Miami, FL 33196.

**ARTICLE IV**  
**INCORPORATOR**

The name and address of the incorporator of the Corporation is: Sandra Chen-Walta, 14027 SW 156<sup>th</sup> Avenue, Miami, FL 33196.

**ARTICLE V**  
**PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida, and the Corporation shall have all of the powers conferred upon corporations organized under the laws of the State of Florida to carry out such purpose.

**ARTICLE VI**  
**TERM**

The Corporation shall have perpetual existence.

**ARTICLE VII  
CAPITAL STOCK**

The corporation is authorized to issue 10,000 shares of common stock, par value \$.01 per share.

**ARTICLE VIII  
INDEMNIFICATION**

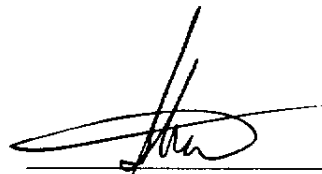
The Corporation shall indemnify any director or officer to the fullest extent permitted by Florida law.

**ARTICLE IX  
DIRECTORS**

The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director is:

Sandra Chen-Walta  
14027 SW 156 Avenue  
Miami, FL 33196

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9<sup>th</sup> day of ~~October~~ November, 2005.



\_\_\_\_\_  
Sandra Chen-Walta, Incorporator

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

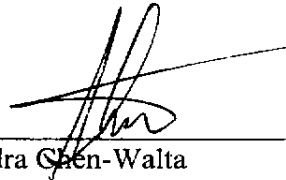
**ACCEPTANCE OF APPOINTMENT**

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**OF**

**REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.



Sandra Chen-Walta