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Florida Department of State  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**BAY PROJECT MANAGEMENT, INC.**

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**ARTICLES OF INCORPORATION OF**  
**BAY PROJECT MANAGEMENT, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person over the age of eighteen (18) years, competent to contract, hereby presents these Articles for the formation of a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of the Corporation is: BAY PROJECT MANAGEMENT, INC.

**ARTICLE II**  
**NATURE OF BUSINESS**

Any and all legal purposes permitted under the laws of the State of Florida and of the United States of America.

**ARTICLE III**  
**STOCK SHARES**

The maximum number of shares of stock with a nominal or par value that this Corporation is authorized to have outstanding at any time, together with the distinguishing characters of each, into which same are divided, and the par value of shares of stock, other than shares which have no par value of shares of stock, are as follows: five hundred (500) one dollar (\$1.00) par value shares and each share having equal rights, privileges and voting power.

The total authorized capital stock of this Corporation is five hundred shares divided into shares at the par value of one (\$1.00) each. The amount of capital with

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which this Corporation will begin business is five hundred dollars (\$500.00). Shares of stock of this Corporation shall be paid for in cash at a valuation to be fixed by the affirmative vote of the majority of the Board of Directors but may be paid for by property, labor or services whenever the Board of Directors so authorizes by unanimous consent.

#### **ARTICLE IV TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE V PRINCIPAL PLACE OF BUSINESS**

The initial principal office of this Corporation is to be located at:

5959 S.W. 28 STREET  
MIAMI, FL 33155

#### **ARTICLE VI DIRECTORS**

The number of directors of this Corporation is one (1) initially, but may be increased according to the by-laws adopted by the shareholders.

#### **ARTICLE VII INITIAL DIRECTORS**

The name and street address of the first Board of Directors and Incorporator who, subject to the provision of these Articles of Incorporation, the Corporate by-laws and

laws of Florida, shall hold office for the first year of this Corporation's existence or until their successor(s) is elected and has qualified, is as follows:

**PRES/SECT/TRES/DIR:**  
Incorporator

**ALBERT PETER WALTER, III**  
5959 S.W. 28 STREET  
MIAMI, FL 33155

### **ARTICLE VIII AMENDMENTS**

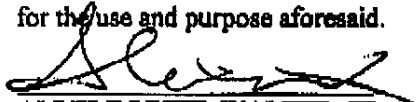
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

### **ARTICLE IX RESIDENT AGENT**

The Resident Agent upon whom service of process is made is:

**A.P. WALTER, JR., ESQ.**  
495 BILTMORE WAY  
SUITE 301  
CORAL GABLES, FLORIDA 33134

IN WITNESS WHEREOF, the undersigned has made and subscribed to these  
Articles of Incorporation at 495 Bltmore Way, Suite 301, Coral Gables, Florida 33134,  
for the use and purpose aforesaid.

  
ALBERT PETER WALTER, III

STATE OF FLORIDA            )  
  ) ss.  
COUNTY OF MIAMI-DADE )

BE IT REMEMBERED that on the 18 day of November, 2007, personally  
appeared before the undersigned, a notary public for the State of Florida, the aforesaid  
subscriber to the foregoing Articles of Incorporation, to me well known to be the  
individual described herein and whom executed the foregoing Articles of Incorporation,  
and acknowledge the foregoing Articles of Incorporation, as her voluntary act and deed  
and that the facts set forth herein are true and correct.

GIVEN under my hand and official seal, this the day and year aforesaid.

  
NOTARY PUBLIC, State of  
Florida at Large

SWORN TO AND SUBSCRIBED BEFORE me this 18 day of November, 2007.

My Commission Expires:



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**CERTIFICATE OF DESIGNATION (OR CHANGING PLACE OF BUSINESS  
OR DOMICILE) FOR THE SERVICE OF PROCESS WITHIN STATE, NAMING  
AGENT UPON WHOM SERVICE MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in  
compliance with said Act:

First that: BAY PROJECT MANAGEMENT, INC. desiring to organize under the laws of  
the State of Florida, with its principal office, as indicated in the Articles of Incorporation,  
at the City of Miami, County of Miami-Dade, State of Florida has named:

A.P. WALTER, JR., ESQ.  
495 BILTMORE WAY  
SUITE 301  
CORAL GABLES, FLORIDA 331234

as its agent to accept service of process within the State.

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**ACKNOWLEDGEMENT**

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

By: 

A. P. WALTER, JR., ESQ.  
Resident Agent

DATED THIS 28<sup>th</sup> day of November, 2007.

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