

P93000035925

Bay Processing, Inc.
26133 U.S. Highway 19 North, Suite 408
Clearwater, Florida 34623
(813) 799-9880

January 13, 1997

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
ADMENDMENT FILING SECTION
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314-6327

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-01/28/97--01156--002
*****35.00 *****35.00

Re: Document Number P93000035925

Please find enclosed an "Amended Articles of Incorporation for Bay Processing, Inc." in original executed form along with a check drawn in the amount of \$ 35⁰⁰.

Ruth Richards
President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 27 PM 3:20

Amend

FILED JAN 31 1997

**AMENDED ARTICLES OF INCORPORATION
BAY PROCESSING, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 27 PM 3:20

Pursuant to unanimous agreement of all of the Directors of Bay Processing, Inc., the following resolution was adopted as the act of said Directors, and pursuant to unanimous agreement of all of the Shareholders of said Corporation, said resolution was approved and adopted, said resolution being as follows:

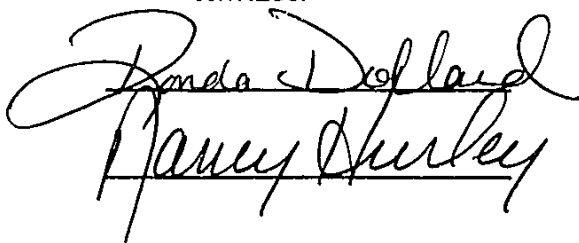
"Be it resolved that Bay Processing, Inc., changes its Director membership; Officer position; Shareholder percentage ownership and designation of Registered Agent, at the address of 26133 U.S. Highway 19 North, Suite 408, Clearwater, Florida, 34623, as follows: Ruth Richards shall serve as sole director; Ruth Richards shall serve as sole officer and retain the position of President and Secretary/Treasurer. Ruth Richards shall serve as sole shareholder and owner and hold 100% of the corporate stock. This change is effective December 31, 1995.

The officer of this Corporation is directed to amend the Articles of Incorporation and to file with the Secretary of State, State of Florida all documents necessary to effect this purpose."

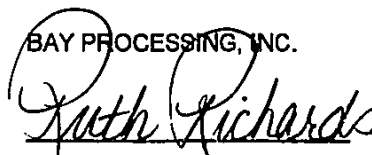
Now, therefore, as an amendment to the Articles of Incorporation of Bay Processing, Inc., the above described matters are now changed effective December 31, 1995. The date of adoption of this amendment by the shareholder is December 31, 1995.

IN TESTIMONY WHEREOF, Witness the signature of the undersigned officer this 31st day of December, 1995.

WITNESS:



BAY PROCESSING, INC.

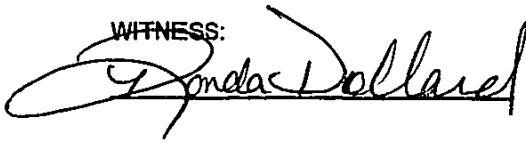

RUTH RICHARDS
President Secretary/Treasurer

ACCEPTANCE OF REGISTERED AGENT

RUTH RICHARDS does hereby accept the designation of Registered Agent and states that he/she is familiar with, and accepts, the obligations provided for in Florida Statutes.

DATED this 31st day of December, 1995.

WITNESS:

A handwritten signature in cursive script, appearing to read "Synda Dollard".

A handwritten signature in cursive script, appearing to read "Ruth Richards".
RUTH RICHARDS, PRESIDENT
BAY PROCESSING, INC.

**ACTION IN WRITING BY SHAREHOLDERS AND DIRECTORS OF
BAY PROCESSING, INC.
IN LIEU OF SPECIAL ANNUAL MEETING**

The undersigned, being the Shareholders and Directors of BAY PROCESSING, INC., a Florida Corporation (the "Corporation"), do authorize, approve and consent to the adoption of the following resolutions without a meeting pursuant to the Florida Statutes, Sections 607.0821 and 607.0704.

RESOLVED, that the following individual is hereby elected and designated as sole Director to serve the Corporation until the next annual meeting of the Shareholders and Directors or until their successors are elected and qualified:

RUTH RICHARDS

RESOLVED, that the following individual is hereby designated and appointed to the offices set forth opposite his/her name to serve until the next annual meeting of Directors or until their successors are elected and qualified:

RUTH RICHARDS

**President
Secretary/Treasurer**

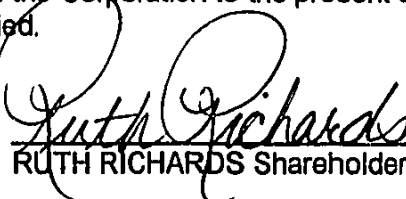
RESOLVED, that the following individual is hereby designated as Registered Agent of the Corporation, using the address 26133 U.S. Highway 19 North, Suite 408, Clearwater, Florida 34623, as the Corporation's registered addresss:

RUTH RICHARDS

Registered Agent

FURTHER, RESOLVED, that all purchases, contracts, contributions, compensations, acts, decisions and appointments by the Board of Directors and officers since the last annual meeting of the Corporation to the present date be and they hereby are approved and ratified.

DATED: 12/31, 1995


RUTH RICHARDS Shareholder/Director