

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

MAR 17 1995

BSB

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY AAK _____

WALK-IN
 Will Pick Up 3-17 12:12

RE: Bay Harbor Acquisition Corp

	C.C. FEE.	DISBURSED
Capital Express		
Art. of Amend. Filo		
Dissolution/Withdrawal		
C U S.		
Fictitious Name Filo		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 Filo		
UCC 11 Search		
UCC 11 Retrieval		
Filo No.'s, Copies		
Court Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit Invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

**ARTICLES OF INCORPORATION
OF
BAY HARBOR ACQUISITION CORP.**

**FILED
95 MAR 17 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be:

BAY HARBOR ACQUISITION CORP.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and the mailing address of this Corporation is 1111 Lincoln Road, Suite 800, Miami Beach, Florida 33139.

ARTICLE III

AUTHORIZED SHARES

The total authorized capital stock of this Corporation shall consist of 10,000 shares of Common Stock, par value \$.01 per share.

ARTICLE IV

ADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the initial registered office of this Corporation in the State of Florida is 1111 Lincoln Road, Suite 800, Miami Beach, Florida

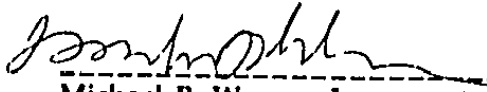
33139 and the initial registered agent of this Corporation at that address shall be Michael B. Werner.

ARTICLE V
INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

Michael B. Werner
1111 Lincoln Road - Suite 800
Miami Beach, Florida 33139

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this 16 day of March, 1995.



Michael B. Werner, Incorporator

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.



Michael B. Werner, Registered Agent