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BAYFRONT, INC.
c/o 2632 Hollywood, Boulevard
Suite 208
Hollywood, Florida 33020
305-925-9000

Secretary of State
Division of Corporations
State of Florida
Tallahassee, FL 32404

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-06/08/95--01030--001
****122.50 ****122.50

May 31, 1995

In re: Incorporation of BAYFRONT, INC.

To Whom It May Concern:

Please find enclosed the Articles of Incorporation for BAYFRONT, INC. together with the undersigned's trust account check No. 1442 for \$122.50 as follows:.

Filing Fee:	\$35.00
Certified Copy:	\$52.50
Registered Agent Designation:	\$35.00
Total	\$122.50

FILED
95 JUN -7 AM 8:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Thank you for your prompt attention regarding this matter and if you have any questions, please do not hesitate to call the undersigned.

Sincerely,

BAYFRONT, INC.

By: Morrie I. Levine
MORRIE I. LEVINE, Esq.
Registered Agent

JS

ARTICLES OF INCORPORATION
- of -
BAYFRONT, INC.

WE THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida.

ARTICLE I

The name of this corporation shall be:

BAYFRONT, INC.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any time is FIVE HUNDRED (500) shares of common stock having a par value of ONE (\$1.00) DOLLAR per share.

ARTICLE IV

The amount of capital with which this corporation will begin business shall be the sum of not less than FIVE HUNDRED (\$500.00) DOLLARS.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLE V

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

The initial street address of the principal office of the corporation shall be:

641 N.E. 30TH TERRACE
Suite 12
Miami, Florida 33137

ARTICLE VII

The number of Directors of this corporation shall be at least one (1) and no more than five (5).

ARTICLE VIII

The names of the officers of this Corporation are as follows:

MARK E. BLAKELY
President, Secretary and Treasurer

ARTICLE IX

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

Morrie I. Levine
2632 Hollywood Blvd.
Suite 208
Hollywood, Florida 33020

ARTICLE X

The existence of this corporation shall begin on the date the Articles of Incorporation are filed of record.

IN WITNESS WHEREOF, the undersigned MORRIE I. LEVINE a natural person, competent to contract, has hereunto set his hand and seal this 31st day of May, 1995.

Morrie I. Levine (SEAL)

STATE OF FLORIDA)
) ss.
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this date before me, an officer duly qualified to take acknowledgments, personally appeared MORRIE I. LEVINE who executed the foregoing instrument and is (to me known to be the person described therein or has produced a _____ as identification and who (did/did not take an oath.

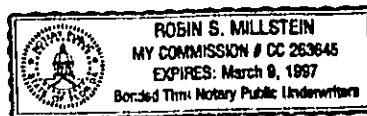
WITNESS my hand and official seal in the County and State last aforesaid this 31 day of MAY, 1995.

Robin S. Millstein
Notary Public, State of Florida

ROBIN S. MILLSTEIN
Notary Public-Print Name

My Commission Expires:

(NOTARY SEAL)



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

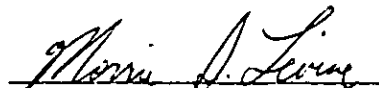
In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

FIRST: That BAYFRONT, INC. desiring to organize under
the Laws of the State of Florida with its principal offices
as indicated in the Articles of Incorporation, in the City
of Miami, State of Florida, has named Morrie I. Levine,
located at 2632 Hollywood Boulevard, Suite 208, Hollywood,
Florida 33020, as its agent to accept service of process
within this State.

ACKNOWLEDGEMENT

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

By:


MORRIE I. LEVINE
Resident Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 JUN -7 AM 8:16

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