

Gulf Tax Inc.

P95000052668

ACCOUNTANTS, TAX CONSULTANTS

Secretary of State,
Division of Corporations,
P.O. Box 6327,
Tallahassee, FL 32314.

Wednesday, June 28, 1995

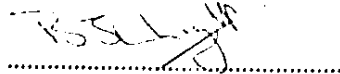
Re: BAY VENDORS INC.

Gentlemen,

Enclosed please find the original and one copy of Articles of Incorporation, together with our check in the amount of \$70.00 payable to Secretary of State.

This represents the cost of Filing Fees and Fee for Registered Agent Designation for the above corporation.

Sincerely,



BRIAN LIGHT
BAY VENDORS INC.

300001529223
-07/03/95--01045--004
*****70.00 *****70.00

MAILING ADDRESS OF CORPORATION

BAY VENDORS INC.
c/o GULF TAX INC. BRIAN LIGHT
6860 GULFPORT BLVD., SUITE 900
ST PETERSBURG FL 33707

PHONE (813) 345 7359
FAX (813) 347 7887

M. HENDRICKS JUL 10 1995

MEMORANDUM
DISTRIBUTION

c/o GULF TAX INC.
6860 GULFPORT BLVD., STE. #900
ST. PETERSBURG, FL 33707

OFFICES

6170 CENTRAL AVENUE, SUITE A, ST. PETERSBURG, FLORIDA 33707
PHONE (813) 345-7359 FAX (813) 347-7887

INTERNATIONALLY REPRESENTED

ARTICLE 15 OF INCORPORATION
OF

BAY VENDORS INC.

The Undersigned Subscriber To These Articles Of Incorporation, A Natural Person Competent To Contract, Hereby Forms A Corporation Under The Laws Of The State Of Florida.

ARTICLE 1 - CORPORATE NAME

The Name Of The Corporation Is BAY VENDORS INC.

ARTICLE 2 - DURATION

This Corporation Shall Exist Perpetually Unless Dissolved According To Florida Law.

ARTICLE 3 - PURPOSE

The Corporation Is Organized For The Purpose Of Engaging In Any Activities Or Business Permitted Under The Laws Of The United States And The State Of Florida.

ARTICLE 4 - CAPITAL STOCK

The Corporation Is Authorized To Issue One Hundred Thousand Shares (100,000) Of No Par Value Common Stock, Which Shall Be Designated "Common Stock"

ARTICLE 5 - INITIAL REGISTERED OFFICE AND AGENT

The Principal Office, If Known, Or The Mailing Address Of The Corporation Is;

BAY VENDORS INC., C/O GULF TAX INC. - BRIAN LIGHT
6860 GULFPORT BLVD., SUITE 900, ST. PETERSBURG FL 33707

The Name And Street Address Of The Initial Registered Agent Of The Corporation Is;

GULF TAX INC. - C/O BRIAN LIGHT
6860 GULFPORT BLVD., SUITE 900, ST. PETERSBURG FL 33707

ARTICLE 6 - INITIAL BOARD OF DIRECTORS

This Corporation Shall Have One (1) Director Initially. The Number Of Directors May Be Either Increased Or Diminished From Time To Time By The By-Laws Of The Corporation, But Shall Never Be Less Than One (1). The Name And Address Of The Initial Director Of The Corporation Is As Follows;

EIKE SCHRODER
C/O GULF TAX INC., 6860 GULFPORT BLVD., SUITE 900
ST. PETERSBURG FL 33707

ARTICLE 7: INCORPORATIONS

The Name And Address Of The Incorporator Signing These Articles Of Incorporation Is As Follows:

GULF TAX INC. - BRIAN LIGHT
6860 GULFPORT BLVD, SUITE 900
ST. PETERSBURG FL 33707

In Witness Whereof, The Undersigned Subscriber Has Executed These Articles Of Incorporation This
28Th Day Of June, 1995.

Signed.....
Brian Light
Director, Gulf Tax Inc.

State Of Florida)
) SS
County Of Pinellas)

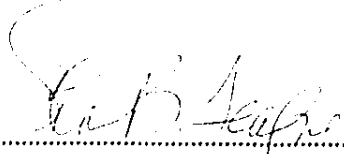
Before Me, A Notary Public Authorized To Take Acknowledgments In The State And County Set Forth
Above, Personally Appeared:

BRIAN LIGHT, DIRECTOR - GULF TAX INC.
6860 GULFPORT BLVD., SUITE 900
ST. PETERSBURG FL 33707

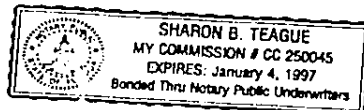
Known To Me And Known To Be The Person Who Executed The Foregoing Articles Of Incorporation, And
Who Acknowledged Before Me That He Executed These Articles Of Incorporation.

In Witness Whereof, I Have Hereunto Affixed My Hand And Seal, In The State And County Aforesaid, This
28Th Day Of June, 1995

(Notary Seal)


.....
(Notary Public, State Of Florida At Large

My Commission Expires:



CERTIFICATE AND ACKNOWLEDGMENT OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF
BAY VENDORS INC.

Pursuant To Florida Statutes Sections 48.091 And 607.0501, The Following Is Submitted: The Above Corporation Desiring To Organize Under The Laws Of The State Of Florida With Its Registered Office As Indicated In The Articles Of Incorporation At;

*6860 GULFPORT BLVD., SUITE 900
ST. PETERSBURG FL 33707*

Has Named Gulf Tax Inc. C/O Brian Light Located At The Aforesaid Address, As Its Registered Agent To Accept Service Of Process Within This State.

ACKNOWLEDGMENT

Having Been Named As Registered Agent To Accept Service Of Process For The Above Stated Corporation At The Place Designated In This Certificate, And Being Familiar With The Obligations Of That Position, I Hereby Accept To Act In This Capacity, And Agree To Comply With The Provisions Of Florida Law In Keeping Open Said Office

Signed.....*BILL LIGHT*.....
Registered Agent
President, Gulf Tax Inc.