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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FROM: EMPIRE CORPORATE RIT COMPANY

DEPARTMENT OF STATE

1992 W. FLAGLER ST

STATE OF FLORIDA

SUITE 200

408 EAST GARNER STREET

MIAMI FL 33135-

TALLAHASSEE FL 32399

CONTACT: RAY STORMONT

FAX: (904) 922-4000

PHONE: (305) 541-3884

FAX: (305) 541-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BAYSA, INC.

FAX AUDIT NUMBER: H90000000741

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/10/1996

TIME REQUESTED: 12:08:23

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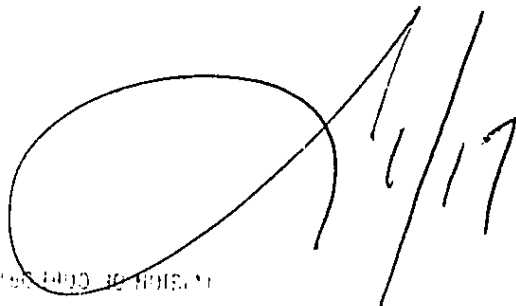
\*\* ENTER 'M' FOR MENU. \*\*

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TALLAHASSEE, FLORIDA



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ARTICLES OF INCORPORATION

OF

SAYSA, INC.

The undersigned Incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida in accordance with Section 607.0202, Florida Statutes.

ARTICLE I

CORPORATE NAME

The name of this Corporation is: SAYSA, INC.

ARTICLE II

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE III

NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the United States and of the State of Florida.

Jonathan H. Green  
2400 S. Dixie Hwy. Ste 105  
Miami, FL 33133  
Fla Bar #307513  
(305) 858-0008

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ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Hundred (100) shares of common stock having a par value of One (\$1.00) Dollar per share.

ARTICLE V

REGISTERED AGENT AND INITIAL REGISTERED AND PRINCIPAL OFFICE

The Registered Agent and the street address of the initial registered and principal office of this Corporation in the State of Florida shall be:

JONATHAN H. GREEN  
c/o Jonathan H. Green, P.A.  
2400 South Dixie Highway, Suite 105  
Miami, Florida 33133

The Board of Directors may, from time to time, move the registered office to any other address in the State of Florida.

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Board of Directors, but shall never be less than one (1).

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ARTICLE VII  
INITIAL DIRECTOR

The name of the Initial Director of this Corporation and his street address is:

JONATHAN H. GREEN  
c/o Jonathan H. Green, P.A.  
2400 South Dixie Highway, Suite 105  
Miami, Florida 33133

The person named as Initial Director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII  
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator are:

JONATHAN H. GREEN  
c/o Jonathan H. Green, P.A.  
2400 South Dixie Highway, Suite 105  
Miami, Florida 33133

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 14 day of January, 1996.

  
JONATHAN H. GREEN, Incorporator

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STATE OF FLORIDA )  
 ) SS.:  
COUNTY OF DADE )

BEFORE ME, a Notary Public, personally appeared JONATHAN H. GREEN, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at Miami, Dade County, Florida this 14th day of January, 1996.

Matthew M. Shemo, Jr.  
NOTARY PUBLIC  
State of Florida At Large

(SEAL)

My Commission Expires:



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

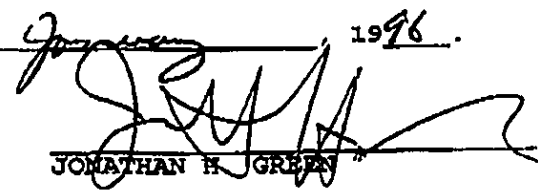
Pursuant to Chapter 607.0501 Florida Statutes, the following  
is submitted in compliance with said Act:

That SAYSA, INC., desiring to organize under the laws of the  
State of Florida, with its principal office, as indicated in the  
Article of Incorporation at Miami, County of Dade, State of  
Florida, has named JONATHAN H. GREEN located at 2400 South Dixie  
Highway, Suite 105, City of Miami, County of Dade, State of  
Florida, as its agent to accept service of process within the  
state.

**ACKNOWLEDGEMENT**

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

Dated this 16th day of January, 1996.

  
JONATHAN H. GREEN

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95 JAN 16 PM 4:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA