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HOLLANDER LAW OFFICE, P.A.
10014 N. DALE MAHRY HWY., SUITE 101
TAMPA, FL 33618-4426

PHONE (813) 264-9221

P.O. BOX 22905, TAMPA, FL 33622-2905

PHONE/FAX (813) 835-3196

EFFECTIVE DATE
Jan. 12, 1996

January 12, 1996

Attn: New Filings
Division of Corporations
Department of State
The Capitol
P.O. Box 6327
Tallahassee, Florida 32314

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-01/13/96--01019--013
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RE: Bay Sales & Associates, Inc.

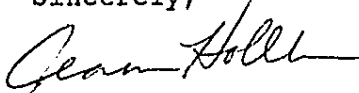
Dear Sir/Madam:

Enclosed is the signed original and one signed copy of the Articles of Incorporation of the above corporation. We have also enclosed a check in the amount of \$122.50 for the filing, registered agent, and certified copy fees.

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please call us at one of the above numbers.

Sincerely,


Jeanne Hollander, Esq.

Enclosures

FILED
96 JAN 18 AM 9:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

GB 1/23/96

**ARTICLES OF INCORPORATION
OF
BAY SALES & ASSOCIATES, INC.**

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96 JAN 18 AM 0:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

EFFECTIVE DATE
Jan. 12, 1996

Article 1. Name and Address

The name of the Corporation is: Bay Sales & Associates, Inc. The principal office, or the mailing address of the Corporation is: 2603 Cozumel Drive, Tampa, Florida 33618.

Article 2. Duration

The duration of the Corporation is perpetual.

Article 3. Purpose

The general purposes for which the Corporation is organized are the following:

- A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

The specific purpose for which the Corporation is organized is to render the following services: to represent manufacturers, and to own and operate the associated facilities, equipment and real estate to render such services.

Article 4. Shares

The aggregate number of shares which the Corporation is authorized to issue is 100 shares of common stock. Such shares shall be of a single class and shall have a par value of \$0.00 per share.

Article 5. Initial Registered Office and Agent

The street address of the Initial Registered Office of the Corporation is 2603 Cozumel Drive, Tampa, Florida 33618; and the name of its Initial Registered Agent at that address is Michael G. Kleinkort.

Article 6. Initial Board of Directors

The number of Directors constituting the Initial Board of Directors is two. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

| <u>Director</u> | <u>Address</u> |
|----------------------|---------------------------------------|
| Barbara A. Kleinkort | 2603 Cozumel Drive Tampa, FL 33618 |
| Michael G. Kleinkort | 2603 Cozumel Drive Tampa, FL 33618 |

Article 7. Incorporators

The name and address of each Incorporator is as follows:

| <u>Incorporator</u> | <u>Address</u> |
|----------------------|---------------------------------------|
| Michael G. Kleinkort | 2603 Cozumel Drive Tampa, FL 33618 |

Article 8. Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 10. Indemnification

The Corporation shall indemnify to the full extent permitted by law any person who is made, or threatened to be made, a party to any action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he/she is or was a Director, Officer, employee or agent of the Corporation or serves or served any other enterprise at the request of the Corporation.

Article 11. Commencement of Corporate Existence

In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays, after that date, then corporate existence shall commence upon filing by the Department of State.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 12th day of January, 1996.


Michael G. Kleinkort, Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before me personally appeared Michael G. Kleinkort, Incorporator, having presented driver's license as identification, and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 12th day of January, 1996.



JAMES M YOCUM JR
My Commission CC484990
Expires May. 17, 1999
Bonded by HAI
800-422-1566


Notary Public, State of Florida
My Commission expires: 5/17/99

FILED

96 JAN 18 AM 6:53

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Bay Sales & Associates, Inc.

**ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Michael G. Kleinkort

Date: 1/12/96