

P96000030271
LAW OFFICES
GOLDSTEIN & GOLDSTEIN

MAURICE W. GOLDSTEIN
S. WILLIAM GOLDSTEIN

March 27, 1996

501 LAW EXCHANGE BUILDING
24 NORTH MARKET STREET
JACKSONVILLE, FLORIDA 32202-2877
TELEPHONE (904) 353-4421
FAX (904) 350-9821

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

10000176656.1
-04/02/96--01002---013
*****70.00 *****70.00

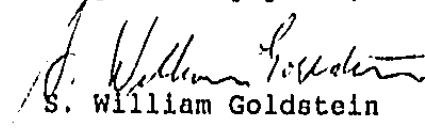
RE: B.A.P.Y., Inc.

Gentlemen:

Enclosed please find Articles of Incorporation for filing and check for \$70.00 to cover fees.

Please stamp the enclosed copy "received" and return same to me after filing and I shall be ever so much obliged.

Respectfully yours,


S. William Goldstein

Enclosures

SWG/elf

FILED
APR 1 1996
JACKSONVILLE, FLORIDA

95 APR -1 PM 11:23

GB 4/8/96

ARTICLES OF INCORPORATION
OF

B.A.P.Y., INC.

96 APR -1 11:28

RECEIVED
FLORIDA

The undersigned, desiring to organize a corporation under Chapter 607, Florida Statutes, sets forth the following:

ARTICLE I

The name of the corporation shall be B.A.P.Y., INC. The address of the principal office of the corporation and the mailing address of the corporation is 10169 Foxcroft Road West, Jacksonville, Florida 32257.

ARTICLE II

The duration of the corporation shall be perpetual.

ARTICLE III

The general purpose for which the corporation is organized shall be any lawful business, for profit, for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is one thousand (1,000) shares of non-assessable common stock, each share having a par value of \$1.00, which may be issued for such consideration having a value of not less than the par value of the shares issued therefor as to the board of directors shall be deemed appropriate.

ARTICLE V

The street address of the corporation's initial registered office is 10169 Foxcroft Road West, Jacksonville, Florida 32257, and the name of its initial registered agent at that office is F. J. Babadi. A written acceptance as required in §607.0501(3), Florida Statutes, is attached hereto and made a part hereof.

ARTICLE VI

The number of directors constituting the initial board of directors is three (3), and the names and addresses of those persons who shall serve as directors are:

F. J. Babadi
10169 Foxcroft Road West
Jacksonville, FL 32257

Paula M. Babadi
10169 Foxcroft Road West
Jacksonville, FL 32257

Larry L. Payne, Sr.
8602 Baymeadows Road
Jacksonville, FL 32256

ARTICLE VII

The date and time of the commencement of the corporate existence shall be the day of the filing of these Articles of Incorporation with the Department of State of the State of Florida.

ARTICLE VIII

The shareholders shall have preemptive rights. The holders of common stock shall have preemptive rights to subscribe pro rata to their holdings for any common stock issued after the initial shares are issued.

ARTICLE IX

The name and address of the incorporator:

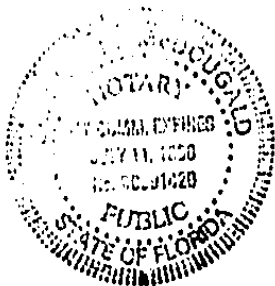
S. William Goldstein
24 N. Market Street, #500
Jacksonville, FL 32202

WITNESS the signature of the incorporator at Jacksonville,
Florida, on this 27th-day of MARCH, 1996.

S. William Goldstein
S. William Goldstein, Incorporator

STATE OF FLORIDA)
) ss.
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me on the 27th day of March, 1996, by S. William Goldstein, who personally appeared and is personally known to me.



Simona B. McDougald
Notary Public, State of Florida
at large.
Commission Number: CC 391420
Commission Expires: July 11, 1998
Print Name: Simona B. McDougald

CERTIFICATE DESIGNATING PLACE OF BUSINESS

96 APR -1 AM 11:28

OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN

STATE OF FLORIDA

THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of applicable Florida Statutes, the following is submitted, in compliance with said law.:

That B.A.P.Y., INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at 10169 Foxcroft Road West, Jacksonville, Florida 32257, has named F. J. Babadi, located at 10169 Foxcroft Road West, Jacksonville, Florida 32257, as its registered agent to accept service of process within this state.


S. William Goldstein
INCORPORATOR

ACKNOWLEDGMENT:

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


F. J. Babadi

A. BARRY GROSSE

Attorney at Law

Post Office Box 37202
Jacksonville, Florida 32236
Tel.: (904) 781-9216

September 24, 1997

Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

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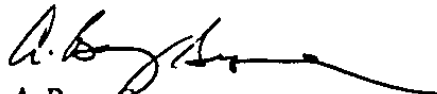
Re: B.A.P.Y., Inc. - Resignation of Larry L. Payne, Sr. as Director

Dear Sir or Madam:

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-10/06/97--01135--005
*****35.00 *****35.00

Enclosed please find Mr. Larry Payne, Sr.'s original resignation as a member of the Board of Directors for B.A.P.Y., Inc. A copy of the resignation has been forwarded to the Board of Directors of the subject corporation via U. S. Mail, first class, postage prepaid. Also enclosed is my check in the amount of \$35.00 made payable to the Secretary of State. By way of this letter I ask that you kindly amend the State of Florida's corporation database to reflect that Mr. Payne is no longer on the Board of B.A.P.Y., Inc.

Very truly yours,


A. Barry Grosse

ABG:wps

cc: Mr. Larry L. Payne, Sr.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
97 OCT -6 PM 2:49

Larry L. Payne, Sr.
P.O. Box 26
Glen St. Mary, Florida 32040

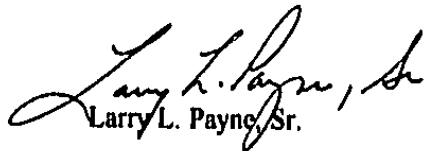
NOTICE OF DIRECTOR RESIGNATION

TO: B.A.P.Y., Inc.
c/o F. J. "Bob" Babadi
1069 Foxcroft Road
Jacksonville, Florida 32257

I, Larry L. Payne, Sr., do hereby tender my resignation as a member of the Board of Directors for B.A.P.Y., Inc., said resignation to be effective immediately.

Dated: September 23, 1997.

Very truly yours,


Larry L. Payne, Sr.

cc: A. Barry Grosse, Esquire

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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