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P.O. Box 6327
Tallahassee, FL 32314

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RE: Bay Hill Associates, Inc.

Enclosed please find the Articles of Incorporation and the Certificate of Designation for the above referenced corporation, along with a check for \$122.50. Please return all documentation to me at the above referenced address.

Sincerely,



Eric S. Glatter, Esq.

MAY 11 1998

BSB

FILED
56 APR 26 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BAY HILL ASSOCIATES, INC.**

FILED
96 APR 26 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be BAY HILL ASSOCIATES, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 6830 N. Federal Highway, Boca Raton, FL 33487.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is ten thousand (10,000.00) shares having a par value of one dollar(s) (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Eric S. Glatter, Esq., 6830 N. Federal Highway, Suite 301, Boca Raton, FL 33487.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Richard Weisman, 6830 N. Federal Highway, Boca Raton, FL 33487. *Suite 300*

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is Richard Weisman, 6830 N. Federal Highway, Boca Raton, FL 33487.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
96 APR 26 PM 1:26
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is BAY HILL ASSOCIATES, INC.
2. The name and address of the registered agent and office is Eric S. Glatter, Esq., 6830 N. Federal Highway, Suite 301, Boca Raton, FL 33487.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I 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.



The undersigned has executed these Articles of Incorporation this 1 day of April, 1996.


