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Attorneys and Counselors at Law

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OF COUNSEL  
JOHANN VALDES, I  
WILLIAM H. FLECK  
\*\*COUNTY CERTIFIED REAL ESTATE  
ARBITRATOR (FEDERAL AND STATE)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

May 31, 1996

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 33214

000001857110  
-06/11/96--01004--007  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Bayside Lenders, Inc.

Dear Sirs:

Enclosed please find the original Articles of Incorporation and one (1) copy for Bayside Lenders, Inc. Please file the enclosed and return a certified copy of the Articles to me at your earliest convenience. I have enclosed my check in the amount of \$122.50 to cover the filing fee and certified copy fee.

Should you have any questions please give me a call.

Very truly yours,

ZACUR & GRAHAM, P.A.



PETER D. GRAHAM

PDG/twg  
Enc.

PH 6/11/96

ARTICLES OF INCORPORATION  
OF  
BAYSIDE LENDERS, INC.

**FILED**  
96 JUN 10 PM 3:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is BAYSIDE LENDERS, INC.

ARTICLE II

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III

This corporation is authorized to issue 1000 shares of (\$1.00) par value common stock.

ARTICLE IV

The street address of the initial principal and registered office of this corporation is 2451 McMullen Booth Road, Clearwater, Florida 34619, the mailing address is the same, and the name of the initial registered agent of this corporation at that address is BRIAN J. KENNEDY.

ARTICLE V

This corporation shall have two directors initially. The number of directors may be decreased or increased from time to time by the bylaws, but shall not be less than one. The name and address of the initial directors of this corporation is:

BRIAN J. KENNEDY  
2451 McMullen Booth Road  
Clearwater, Florida 34619

TIMOTHY E. MARVIN  
2451 McMullen Booth Road  
Clearwater, Florida 34619

ARTICLE VI

The names and addresses of the persons signing these Articles of Incorporation are:

BRIAN J. KENNEDY  
2451 McMullen Booth Road  
Clearwater, Florida 34619

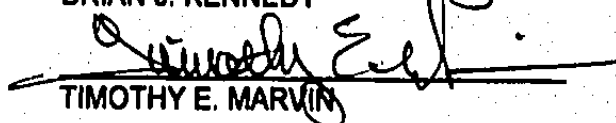
TIMOTHY E. MARVIN  
2451 McMullen Booth Road  
Clearwater, Florida 34619

ARTICLE VII

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 30th day of May, 1996.


  
BRIAN J. KENNEDY

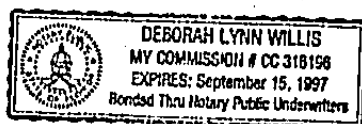
  
TIMOTHY E. MARVIN

STATE OF FLORIDA     )  
                                  ) ss.  
COUNTY OF PINELLAS    )

The foregoing instrument was acknowledged before me this 30th day of May, 1996, by BRIAN J. KENNEDY and TIMOTHY E. MARVIN, who are personally known to me.

My commission expires; 9/15/97

  
Notary Public  
Deborah Lynn Willis  
TYPED/PRINTED NAME OF NOTARY



REGISTERED AGENT ACKNOWLEDGEMENT

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SECRETARY OF STATE

Having been named Registered Agent of the above-stated Corporation in the

place designated in these Articles of Incorporation, I hereby accept to act in that capacity.

  
BRIAN J. KENNEDY