

STACEY S. GILLMAN
ATTORNEY AT LAW
1743 INDEPENDENCE BLVD.
SUITE 10-3
TALLAHASSEE, FLORIDA 32314

TELEPHONE
(813) 351-3643

FACSIMILE
(813) 351-3641

P96000064186
July 29, 1996

VIA FEDERAL EXPRESS

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

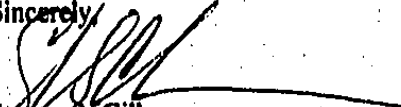
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***122.50 ***122.50

Re: Bay West II, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation re the above corporation. Also enclosed is a check in the amount of \$122.50 to cover the following: \$35.00 filing fee; \$52.50 certified copy; and \$35.00 Registered Agent designation. Please forward the certified copy of the articles to the undersigned Federal Express using the enclosed pre-paid label. Thank you for your cooperation.

Sincerely,


Stacey S. Gillman

SSG:as
enclosures

JUL 31 1996

BSB

FILED
95 JUL 30 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned, JORDAN E. GILLMAN, desires to become a body corporate and, as incorporator, does hereby make and file these Articles of Incorporation for a proposed corporation pursuant to the laws of Florida, and to that end hereby declares and affirms:

ARTICLE I

The name of this corporation shall be:

BAY WEST II, INC.

ARTICLE II

This corporation shall exist perpetually unless sooner dissolved as authorized by law, and said corporation shall commence its existence on the date these Articles are filed with the Department of State of the State of Florida.

ARTICLE III

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock with a par value of \$0.10 per share. The consideration to be paid for each share shall be fixed by the Board of Directors. The

authorized shares of this corporation shall consist of one class of common stock only without any designation of separate series.

ARTICLE V

The holders of the common shares of this corporation shall have pre-emptive rights to purchase any shares of the corporation hereafter issued or sold by the corporation, ratably according to their respective holdings, and such pre-emptive rights shall likewise extend to any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares. Any shares offered to shareholders under their pre-emptive rights, and not purchased shall again be offered to those shareholders who have exercised their pre-emptive rights, in proportion to their holdings. After one such offering, the corporation may sell any shares still unsold in any other manner permitted by these Articles. The price of any such shares or other instruments to which such pre-emptive rights are applicable shall be at the price such shares or other instruments are offered to others, which price may be in excess of par.

ARTICLE VI

The street address of the corporation's initial registered office is 1743 Independence Boulevard, Unit D-3, Sarasota, Florida 34234. The name of this corporation's initial registered agent at such address is STACEY S. GILLMAN. The principal address of the corporation is 1743 Independence Boulevard, Unit D-3, Sarasota, Florida 34234; and, the mailing address of the corporation is 1743 Independence Boulevard, Unit D-3, Sarasota, Florida

office and the registered agent may be changed from time-to-time by the Board of Directors as authorized by law.

ARTICLE VII

The number of Directors constituting the initial Board of Directors shall be two (2). The Board of Directors shall consist of not less than one nor more than three (3) members, and the number of members of the Board of Directors may be fixed from time-to-time by the By-Laws of the corporation, but until so fixed shall consist of two (2) persons. The names and addresses of the members of the initial Board of Directors are as follows:

Stacey S. Gillman	1743 Independence Blvd., Unit D-3 Sarasota, FL 34234
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Jordan E. Gillman	1743 Independence Blvd., Unit D-3 Sarasota, FL 34234
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ARTICLE VIII

The name and address of the incorporator is as follows:

Jordan E. Gillman	1743 Independence Blvd., Unit D-3 Sarasota, FL 34234
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IN WITNESS WHEREOF, the undersigned, being the original incorporator of this corporation, does certify that he is of full age and competent to contract and that the Directors named are of full age and citizens of the United States of America. For the purpose of forming the proposed corporation above-named to do business both within and without the State of Florida, and in pursuance of the Florida Business Corporation Act, I do make and file this

agreement, hereby declaring and certifying that the matters above stated are true, and accordingly

I have hereunto set my hand and seal this 29th day of July, 1996.

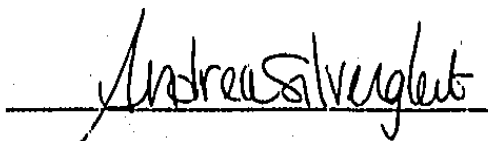


(SEAL)

JORDAN E. GILLMAN
INCORPORATOR

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 29th day of July 1996,
by JORDAN E. GILLMAN, who is personally known to me or who has produced _____ as
identification and who did/did not take an oath.



*
ANDREA SILVERPLET
MY COMMISSION # CC000280 EXPIRES
JULY 26, 1997
(*Print Name of Notary Public) TROY FARM INSURANCE, INC.

My Commission expires: _____

REGISTERED AGENT CERTIFICATE

FILED
96 JUL 30 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 607, Florida Statutes, the following is submitted:

JORDAN E. GILLMAN, the original incorporator of the proposed corporation, BAY WEST II, INC., which shall have its registered office at 1743 Independence Boulevard, Unit D-3, Sarasota, Florida 34234, has named STACEY S. GILLMAN to serve as Registered Agent for said corporation, such designation becoming effective as of the date of the approval of the Articles of Incorporation filed herewith.

Having been designated to accept service of process for the above referenced corporation, at the address indicated in this certificate, I hereby accept such designation and agree to comply with state laws relating to such office.


STACEY S. GILLMAN

agent.ssg