

1201 HAYS STREET
TALLAHASSEE, FL 32301-2600
904-917-1111
800-342-8888

090000069435



PREMIER HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 059179 8894A

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pzynta

RECEIVED
96 AUG 20 PM 3:12
DIVISION OF CORPORATIONS

ORDER DATE : August 20, 1996

ORDER TIME : 12:31 PM

ORDER NO. : 059179

CUSTOMER NO: 8894A

8000001927748

CUSTOMER: John Ritter, Esq
RITTER, RITTER & ZARETSKY

Suite 100
555 Northeast 15th Street
Miami, FL 33132

DOMESTIC FILING

NAME: BAY ROAD DEVELOPMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

EXAMINER'S INITIALS:

09
8/21/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 20 PM 10:00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION 96 AUG 20 AM 10:00
OF
BAY ROAD DEVELOPMENT, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

BAY ROAD DEVELOPMENT, INC.

The address of the principal office of this corporation shall be 825 South Bayshore Drive, Suite 1847, Miami, Florida 33131, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

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 having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 5401 Collins Avenue, Suite 100, Miami Beach, Florida 33140 and the name of the initial registered of the corporation at that address is Michael Feinstein.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors are:

David R. Lange	825 South Bayshore Drive, Suite 1847
Dir.	Miami, Florida 33131

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

David R. Lange Pres./Treas.	825 South Bayshore Drive, Suite 1847 Miami, Florida 33131
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John A. Ritter Sec.	555 Northeast 15th Street Miami, Florida 33132
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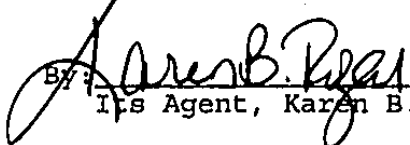
ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on August 20, 1996.

CORPORATION SERVICE COMPANY

By: _____
Its Agent, Karen B. Rozar

ACG/meb

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 AUG 20 1110:00

MICHAEL FEINSTEIN, an individual residing in this state having a business office identical with the registered office of the corporaiton named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of

Bay Road Development, Inc.

is familiar with and accepts the obligation of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: _____


Michael Feinstein

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-9195

800-342-8086



ACCOUNT NO. : 072100000032

REFERENCE : 059179 8894A

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 35.00

ORDER DATE : August 20, 1996

ORDER TIME : 3:59 PM

700001941997

ORDER NO. : 059179

CUSTOMER NO: 8894A

CUSTOMER: John Ritter, Esq
Ritter, ritter & Zaretsky
Suite 100
555 Northeast 15th Street
Miami, FL 33132

CHANGE OF AGENT

NAME: BAY ROAD DEVELOPMENT, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Clint Fuhrman

FILED
96 SEP -9 AM 10:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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96 SEP -9 AM 8:18
DIVISION OF CORPORATION

9/9

John R. Casinger

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT
OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of _____ submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: BAY ROAD DEVELOPMENT, INC.

1b. The mailing address of the corporation is: 825 SOUTH BAYSHORE DRIVE, SUITE 1047,
MIAMI, FL 33131

1c. Date of Incorporation: August 20, 1996 Document number: 196000069435

2. The name and address of the current registered agent and office:

MICHAEL PEINSTHIN, ESQ.

555 NORTHEAST 15TH STREET, SUITE 100

MIAMI, FLORIDA 33132

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

JOHN RITTER, ESQ.

555 NORTHEAST 15TH STREET, SUITE 100

MIAMI, FLORIDA 33132

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

John A. Ritter
(Signature of an officer, chairman or
vice chairman of the board)

AUGUST 26, 1996
(Date)

JOHN A. RITTER, SECRETARY
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

John A. Ritter
(Signature of Registered Agent)

AUGUST 26, 1996
(Date)

If signing on behalf of an entity:

John A. Ritter
(Typed or Printed Name)

(Capacity)

FILED
96 SEP -9 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA