

**J. KEVIN DRAKE, P.A.**  
ATTORNEYS AT LAW

**J. KEVIN DRAKE**  
**JOSHUA E. REYNOLDS**

1343 MAIN STREET  
SUITE 204  
SARASOTA, FLORIDA 34236  
PHONE (941) 954-7760  
FAX (941) 951-1509

*96000085261*

October 11, 1996

Via Overnight

Secretary of State  
State of Florida  
Corporation Department  
409 E. Gaines Street  
Tallahassee, Florida 32399

100001973351--7  
-10/15/96--01017--013  
\*\*\*\*245.00 \*\*\*\*122.50

Re: **Bay to Bay Communications, Inc.,**  
and New Image Restaurant Corp.

Dear Sir or Madam:

Enclosed you will find the Articles of Incorporation for the above-referenced corporations, fully executed, for filing with the Florida Secretary of State.

I have enclosed a check made payable to the Florida Secretary of State in the amount of \$245.00 for the cost of filing said Articles. Please forward a certified copy of the Articles to the undersigned.

Thank you for your assistance and please do not hesitate to call me if you have any questions.

Very truly yours,

*J. Kevin Drake*  
J. KEVIN DRAKE

JKD/tlp  
Encls.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 OCT 14 AM 9:25

D. BROWN OCT 16 1996

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 OCT 14 AM 9:25

ARTICLES OF INCORPORATION  
OF  
BAY TO BAY COMMUNICATIONS, INC.

These Articles of Incorporation are made and subscribed for the purposes of organizing a corporation for profit under the Florida General Corporation Act, Chapter 607, Florida Statutes.

ARTICLE I - NAME AND PRINCIPAL OFFICE ADDRESS

The name and principal office of this Corporation are:

BAY TO BAY COMMUNICATIONS, INC.  
1133 Fourth Street  
Sarasota, Florida 34236

ARTICLE II - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue ONE THOUSAND (1,000) shares of common stock, par value of TEN CENTS (\$0.10) per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1343 Main Street, Suite 204, Sarasota, Florida 34236, and the name of the initial registered agent of this Corporation at that address is J. KEVIN DRAKE.

**ARTICLE V - INITIAL BOARD OF DIRECTORS**

The initial Board of Directors of this Corporation shall be:

EARL T. INGARFIELD  
JOSHUA E. REYNOLDS  
Address:  
1343 Main Street, Suite 204  
Sarasota, Florida 34236

**ARTICLE VI - RESTRICTIONS ON MEMBERSHIP TO  
BOARD OF DIRECTORS**

This Corporation shall have Two (2) directors initially. The number of directors may be increased or diminished from time to time, by Bylaws adopted by the stockholders, but shall never be less than one.

**ARTICLE VII - INCORPORATOR**

The name and address of the person signing these Articles is:

EARL T. INGARFIELD  
Address:  
1133 Fourth Street  
Sarasota, Florida 34236

**ARTICLE VIII - BYLAWS**

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the shareholders, and except to the extent limited by the shareholders, in the Board of Directors.

**ARTICLE IX - DURATION**

The existence of this Corporation shall commence on the date of subscription and acknowledgment of these Articles, and shall be perpetual.

**ARTICLE X - AMENDMENT**


This Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

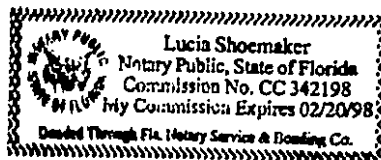
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 8<sup>th</sup> day of October, 1996.

  
\_\_\_\_\_  
EARL T. INGARDFIELD  
Incorporator

STATE OF FLORIDA  
COUNTY OF SARASOTA

THE FOREGOING INSTRUMENT was acknowledged before me this 8<sup>th</sup> day of October, 1996, by EARL T. INGARDFIELD, who is personally known to me or who produced \_\_\_\_\_ as identification and who did not take an oath.

  
\_\_\_\_\_  
Notary Public  
Print Name: LUCIA Shoemaker  
My Commission expires: \_\_\_\_\_  
[SEAL]



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 OCT 14 AM 9:25

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First--That BAY TO BAY COMMUNICATIONS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of Sarasota, County of Sarasota, State of Florida, has named J. KEVIN DRAKE, located at 1343 Main Street, Suite 204, Sarasota, Florida 34236, County of Sarasota, State of Florida, as its agent to accept service of process within this state.

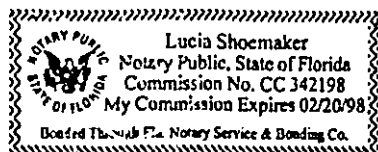
ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)


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 Act relative to keeping open said office.

  
\_\_\_\_\_  
J. KEVIN DRAKE  
Resident Agent

STATE OF FLORIDA  
COUNTY OF SARASOTA

THE FOREGOING INSTRUMENT was acknowledged before me this 11 day of Oct, 1996, by J. KEVIN DRAKE, who is personally known to me or who produced \_\_\_\_\_ as identification and who did not take an oath.



  
\_\_\_\_\_  
NOTARY PUBLIC

Print Name: \_\_\_\_\_

My Commission expires: \_\_\_\_\_

[SEAL]