

1201 HAYS STREET
LALAHASSEE, FL 32101-2607
904 222 9171
904 222 9171

800-342-8086

P96000089950



ACCOUNT NO. : 072100000032

REFERENCE : 140326 4343687

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : October 31, 1996

ORDER TIME : 2:51 PM

ORDER NO. : 140326-005

CUSTOMER NO: 4343687

CUSTOMER: Alan S. Gassman, Esq
GASSMAN & CONETTA, P.A.

Suite 102
1245 Court Street
Clearwater, FL 34616

100001943571--E
-11/01/96--01014--003
*****70.00 *****70.00

FILED
96 OCT 31 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: BAY AREA ENTERPRISES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS:

96 OCT 31 11:41 AM
11-1-96
KR

**ARTICLES OF INCORPORATION
OF
BAY AREA ENTERPRISES, INC.**

FILED
95 OCT 31 PM 11:09
TALLAHASSEE FLORIDA

THE UNDERSIGNED, being competent to contract, does subscribe to these Articles of Incorporation and acts as Incorporator for the purpose of forming a corporation for profit under the laws of the State of Florida, and does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be BAY AREA ENTERPRISES, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is:

- A. To purchase and distribute Amway Products.
- B. To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safety deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.
- C. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in that State of Florida and in all other states and countries.
- D. Contract debt and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.
- E. To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- F. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other State or

government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

G. To engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock, having a par value of \$1.00 per share.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business shall not be less than the sum of \$500.00.

ARTICLE V - PREEMPTIVE RIGHTS

The Corporation shall have the power to create and issue, with or without any connection to the issue and sale of any shares of stock or other securities, rights, warrants or options entitling the holders thereof to purchase from the Corporation any shares of its capital stock of any class or classes, upon such terms and conditions and at such times and prices, but not less than par if such shares have par value, as the Board of Directors may provide and which shall be incorporated in an instrument or instruments evidencing such rights. In the absence of fraud, the judgment of the Directors as to the consideration of the issuance of such rights, warrants or options and the sufficiency thereof shall be conclusive.

ARTICLE VI - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VII - INITIAL ADDRESS OF REGISTERED OFFICE AND DESIGNATION OF REGISTERED AGENT

The street address of the initial registered office of this Corporation in the State of Florida is 1245 Court Street, Suite 102, Clearwater, Pinellas County, Florida. The Board of Directors may from time to time, without amending these Articles, move the registered office to any other address within the State of Florida.

The initial Registered Agent is designated as Alan S. Gassman, Esquire. The Registered Agent of the Corporation may be changed at any time by a vote of the Board of Directors without an amendment of these Articles.

ARTICLE VIII - DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time, by a vote of the then acting Director or Directors by majority rule when approved by the Stockholders, but shall never be less than one (1).

ARTICLE IX - INITIAL DIRECTORS

The names and street address of the members of the initial Board of Directors are:

Robert Sanchez
LaDonna Sanchez
10297 Mulberry Way
Largo, FL 33777

The above named Directors shall hold office for the first year of existence of the Corporation or until successors are elected.

ARTICLE X - SUBSCRIBER

The name and street address of the undersigned as subscriber to these Articles of Incorporation is: Alan S. Gassman, Esquire, 1245 Court Street, Suite 102, Clearwater, Florida 34616.

The undersigned as subscriber certifies that the stock subscribed for will not be less than the amount of capital with which the Corporation shall begin business.

ARTICLE XI - INDEMNITY OF DIRECTORS AND OFFICERS

Any person made a party to any action, suit or proceeding by reason of the fact that he, or his or her personal representative, is or was a director, officer or employee of the Corporation, or any corporation in which he or she served as such at the request of the Corporation, shall be indemnified by the Corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him or her in connection with the defense of such action, suit or proceeding, or in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be judged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his or her duties.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer, director or employee may be entitled apart from the provisions of this Section.

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance and in good faith upon financial statements of the Corporation represented to him or her to be correct by the President of the Corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the Corporation; nor shall he or she be liable if in good faith in determining the amount available for dividends or distribution, he or she considered the assets to be of ample value.

ARTICLE XII - BY-LAWS AND STOCKHOLDERS AGREEMENT

The stockholders, by agreement, or the By-Laws of the Corporation may restrict the transfer or encumbrance of any and all of its stock, including but not limited to, provisions for the transfer of the stock owned by retiring, disabled or deceased stockholder, or any stockholder required to sever financial interests in the Corporation. Where the By-Laws are amended for the purpose of changing, modifying or otherwise repealing provisions respecting the management of this Corporation, then only the stockholders of this Corporation shall have the power to so adopt, amend, modify or repeal such By-Laws.

ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that the Articles of Incorporation be amended.

ARTICLE XIV - DATE OF INCEPTION

The date of the corporate existence shall begin when these Articles have been filed with the Department of State, State of Florida, according to the Statutes of the State of Florida.

ARTICLE XV - PRINCIPAL ADDRESS

The initial principal address of the corporation for purposes of communicating with the Secretary of the State of Florida on behalf of the corporation is 10297 Mulberry Way, Largo, FL 33777.

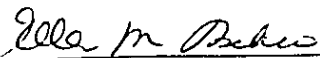
IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 28th day of October, 1996.


_____(SEAL)
ALAN S. GASSMAN, ESQUIRE

STATE OF FLORIDA)
COUNTY OF PINELLAS)

I HEREBY CERTIFY, that on this day, before me, a notary public duly authorized in the State of County above named to take acknowledgments, the undersigned notary, personally appeared ALAN S. GASSMAN, known to me, and who did take an oath, to be the person whose name is subscribed to the above instrument and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he voluntarily executed these Articles of Incorporation for the uses and purposes herein contained.

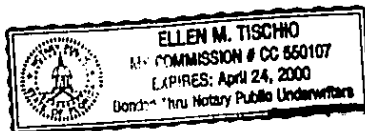
WITNESS my hand and official seal in the County and State above named, this 28 day of October, 1996.



Notary Public

My Commission Expires:

sanchez/corp/part inc
ent 10-28-96



ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statute 48.091 and Article VII of these Articles of Incorporation, the undersigned Registered Agent does hereby accept the duties as Registered Agent and designates as his location for service of process as:

Alan S. Gassman, Esquire
1245 Court Street
Suite 102
Clearwater, Florida 34616

The undersigned shall serve as Registered Agent until otherwise removed or he shall resign pursuant to the laws of the State of Florida.


_____(SEAL)
ALAN S. GASSMAN, ESQUIRE

FILED
95 OCT 31 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-0392 FAX

800-342-8086

CS network P96000089950

PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 166275 4343687

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 25, 1996

ORDER TIME : 10:18 AM

ORDER NO. : 166275-005

CUSTOMER NO: 4343687

CUSTOMER: Alan S. Gassman, Esq
Gassman & Conetta, P.a.
Suite 102
1245 Court Street
Clearwater, FL 34616

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*****35.00 *****35.00

Amend

FILED
96 NOV 25 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: BAY AREA ENTERPRISES, INC.

EFFECTIVE DATE:

- ARTICLES OF AMENDMENT
- RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

Name	11/25/96
Address	
City	
State	FL
Zip	34616
Signature	W.P. Verityer
Print Name	W.P. Verityer

RECEIVED
96 NOV 25 AM 11:25
DIVISION OF CORPORATIONS

FILED
96 NOV 25 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT OF
BAY AREA ENTERPRISES, INC.**

THE UNDERSIGNED, ALAN S. GASSMAN, being the Vice President and Assistant Secretary, of BAY AREA ENTERPRISES, INC., does hereby certify that the following Amendment to the Articles of Incorporation of BAY AREA ENTERPRISES, INC. was approved by the Stockholders of said Corporation on the 22nd day of November, 1996, at a duly called meeting of the Stockholders and Directors of the Corporation.

The Articles of Incorporation of BAY AREA ENTERPRISES, INC. are hereby amended as follows:

1. Article II is hereby deleted and the following is inserted in lieu thereof:

ARTICLE II

The sole purpose of this corporation is the operation of an Amway Distributorship and the Corporation may operate an Amway Distributorship and exercise such powers and discretions as are deemed necessary and appropriate by the Officers and Directors thereof in order to properly conduct such distributorship.

2. All amendments included herein were adopted effective November 22, 1996, pursuant to Section 607.1004, F.S., and there is no discrepancy between the Corporation's Articles of Incorporation as theretofore amended other than the inclusion of these amendments and the omission of matters of historical interest.

3. This Amendment has been approved by unanimous consent of all of the Shareholders of the Corporation who are entitled to vote effective the 22nd day of November, 1996.

4. This Amendment shall be effective upon its filing with the Secretary of State, State of Florida.

IN WITNESS WHEREOF, the undersigned do hereunto set their hands this 22nd day of November, 1996.

BAY AREA ENTERPRISES, INC.

By: [Signature] (SEAL)
ALAN S. GASSMAN
Vice President

ATTEST: [Signature] (SEAL)
ALAN S. GASSMAN
Assistant Secretary

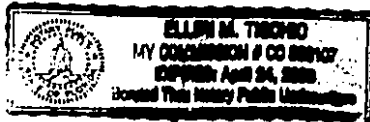
STATE OF FLORIDA)
COUNTY OF PINELLAS)

ON THIS 22nd day of November, 1996, before me Ellen M. Pichon (name of notary) the undersigned notary, personally appeared ALAN S. GASSMAN, known to me, or who produced _____ as identification, and who did take an oath, to be the person whose name is subscribed to the above instrument, and being informed of the contents of said instrument, acknowledged that he voluntarily executed the same for the uses and purposes herein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

[Signature]
Notary Public

My Commission Expires



sanchez\corp\lart.amend
:emt 11-22-96