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TRANSMITTAL LETTER

96 DEC -9 PM 3:26

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Department of State  
Division of Corporations  
P O Box 6327  
Tallahassee, FL. 32314

SUBJECT: BAY AMERICA REALTY GROUP, INC.

(Proposed corporate name - must include suffix)

200002023682--2

-12/09/96--01045--015

\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$ 70.00  
Filing Fee

XX \$ 78.75  
Filing fee and  
Certificate

\$ 122.50  
Filing fee and  
Certified Copy

\$ 131.25  
Filing fee,  
Certified Copy and  
Certificate

FROM:

FRED D. ANDERSON

(Name - printed or typed)

8910 No. Dale Mabry Suite 32

(Address)

Tampa, FL. 33614

(City, State and Zip Code)

813-930-2131

(Daytime Telephone Number)

NOTE: Please provide the original and one copy of the articles

*[Handwritten signature]*  
12/10/96

ARTICLES OF INCORPORATION  
OF  
BAY AMERICA REALTY GROUP, INC.

FILED  
96 DEC -9 PM 3:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber, a natural person competent to contract for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of this corporation is BAY AMERICA REALTY GROUP, INC.

ARTICLE II

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

ARTICLE III

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

ARTICLE IV

This corporation shall have perpetual existence, unless dissolved in a manner provided by law.

ARTICLE V

The street address of the initial registered office of this corporation is 8910 North Dale Mabry, Suite 32, Tampa, Florida 33614 and the name of the initial registered agent of this corporation at that address is Fred D. Anderson and the principal office address of the corporation shall be 8910 North Dale Mabry, Suite 32, Tampa, Florida, 33614.

#### ARTICLE VI

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall not be less than one nor more than five. The name and address of the initial directors of this corporation are:

Fred D. Anderson  
8910 North Dale Mabry, Suite 32  
Tampa, Florida 33614

and

William J. Price  
8910 North Dale Mabry, Suite 32  
Tampa, Florida 33614

The directors of this corporation are subject to the provisions of the certificate of incorporation, bylaws of the corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence or until their successor is elected and have qualified.

#### ARTICLE VII

The name and address of the original subscriber and incorporator is:

Fred D. Anderson  
8910 North Dale Mabry, Suite 32  
Tampa, Florida 33614

#### ARTICLE VIII

In pursuance of Chapter 48.01 Florida Statutes, the following is submitted in compliance with said Act:

That BAY AMERICA REALTY GROUP, INC. desiring to organize under the laws of the State of Florida, with its registered office as indicated in these Articles of

Incorporation, in the City of Tampa, County of Hillsborough, State of Florida, has named Fred D. Anderson, 8910 North Dale Mabry, Suite 32, Tampa, Florida 33614 as its registered agent to accept service of process with this State.

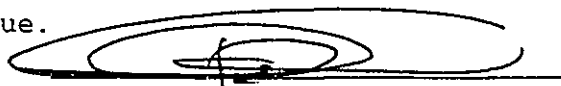
ARTICLE IX

A. The corporation shall have a lien on all shares of stock for any sum or amount due by the holder thereof to the corporation. No transfer of shares of stock will be valid or binding until all debts due by the stockholder to the corporation shall have been fully paid and until the transfer has been duly entered upon the books of the corporation.

B. The power to make or change the bylaws of and for the corporation shall be vested solely in the holders of the common stock and it shall take action by holders of all of the stock issued and outstanding to change them.

C. This corporation shall begin corporate existence on the date of filing of the Articles of Incorporation with the Secretary of State.

IN WITNESS WHEREOF, I the undersigned subscribing incorporator, has hereunto set his hand and seal this 5 day of DEC., 1996, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of State in the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.



Fred D. Anderson

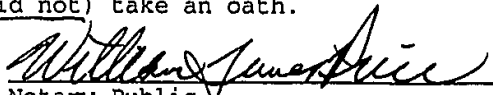
STATE OF FLORIDA     )  
                              ) SS.  
COUNTY OF PINELLAS )

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this  
5<sup>TH</sup> day of DECEMBER, 1996, by Fred D. Anderson who  
is personally known to me or who has produced \_\_\_\_\_ as  
identification and who did (did not) take an oath.

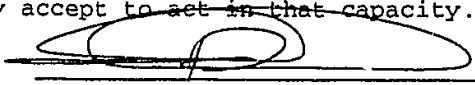
  
Notary Public

WILLIAM JAMES PRICE  
Printed or typed name of Notary

My commission expires: 9/11/98

REGISTERED AGENT ACKNOWLEDGMENT

Having been named Registered Agent of the above-stated  
corporation, at the place designated in these Articles of  
Incorporation, I hereby accept to act in that capacity.

  
\_\_\_\_\_  
Fred D. Anderson