

P970000978

OverBay, Inc.
P. O. Box 423846
Kissimmee, Fl. 34742-3846

January 22, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Fl. 32314

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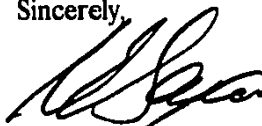
Dear Sir;

Enclosed please find articles of incorporation for OverBay, Inc. along with applicable filing fee of \$122.50. Please send certified copy of Articles to:

R. E. Saxon
P. O. Box 423846
Kissimmee, Fl. 34742-3846

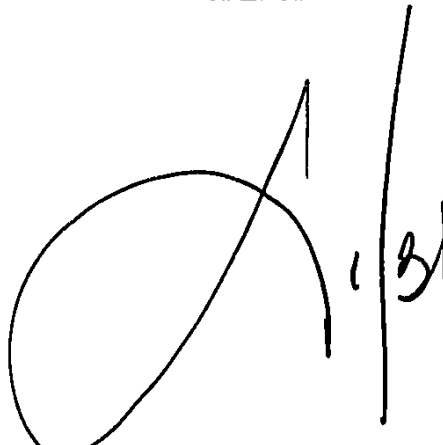
If you have any questions, please do not hesitate to contact me.

Sincerely,


R. E. Saxon

97 JAN 27 AM 10:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION
OF

OverBay, Inc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned acting as incorporator of this corporation pursuant to Chapter 607 of the Florida Statutes hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be OverBay, Inc.

ARTICLE II - TERM OF EXISTENCE

This corporation shall exist perpetually commencing such existence upon the filing of these Articles.

ARTICLE III - GENERAL PURPOSE

The general purpose of which this corporation is organized shall be:

(1) To manufacture, construct, 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 products, goods, wares, merchandise, real and personal property and services of every kind, class and description.

(2) It is intended that this corporation is organized for and may conduct and transact any or all lawful business authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is One Hundred Thousand (100,000) shares of common stock having no par value per share.

**ARTICLE V - PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND
REGISTERED AGENT**

The principal office of the corporation shall be at 24 N. Bermuda Ave, Kissimmee, Fl. 34741. The initial street address of the registered office of this corporation in the State of Florida will be (physical) 24 N. Bermuda Ave., Kissimmee, Fl. 34741 and (mailing) P. O. Box 423846, Kissimmee, Fl. 34742-3846. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this corporation at that address is R. E. Saxon. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

- A. The initial number of Directors of this corporation shall be one.
- B. The number of Directors may be increased or diminished from time to time by the By-laws adopted by the shareholders, but shall never be less than one.
- C. The name and street address of the initial member(s) of the Board of Directors, who shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified are:

<u>Name</u>	<u>Street Address</u>
R. E. Saxon	24 N. Bermuda Ave. Kissimmee, Fl. 34741

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of this corporation is:

<u>Name</u>	<u>Street Address</u>
R. E. Saxon	24 N. Bermuda Ave. Kissimmee, Fl. 34741


ARTICLE VIII - AMENDMENT TO ARTICLES

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any registered agent, officer, director or incorporator, or any former registered agent, officer or director, to the full extent permitted by law.

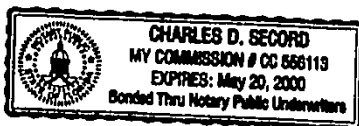
IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Kissimmee, Osceola County, Florida, this 22nd day of January 1997.



R. E. Saxon

STATE OF FLORIDA
COUNTY OF OSCEOLA

BEFORE ME, the undersigned authority, personally appeared R. E. Saxon, who is personally known to me or who provided the following identification (), who is also known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged that he subscribed the said instrument for the uses and purpose set forth herein.

WITNESS my hand and official seal in the County and State last aforesaid this 22nd day of January 1997.




Name: Charles D. Secord
Notary Public - State of Florida
Commission No: CC 556113
My commission expires: 5-20-2000

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

Pursuant to Chapter 607 and Section 48,091, Florida Statutes, the following is submitted, in compliance with the Act:

FIRST -- That OverBay, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Kissimmee, State of Florida, has named R. E. Saxon as its registered agent to accept service of Process within this State.

SECOND -- That OverBay, Inc.'s registered agent shall maintain his office for service of process within this state at the following street address:

(physical) 24 N. Bermuda Ave.
Kissimmee, Fl. 34741

(mailing) P. O. Box 423846
Kissimmee, Fl. 34742-3846

in the County of Osceola, State of Florida.

Having been named as Registered Agent for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, I acknowledge that I am familiar with and accept the obligations provided by Florida Statute Section 607.0501 (1993) and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


R. E. Saxon

Date: 1-22-97

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97 JAN 27 AM 10:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA