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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

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-03/12/97--01051--001
*****78.75 *****78.75

SUBJECT: METRO BAY REALTY INC
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

LESTER STURTRIDGE
(Name of Person)
METRO BAY REALTY INC
(Firm/Company)
1316 WILDERNESS LANE
(Address)
TITUSVILLE FL 32796
(City, State and Zip Code)

FILED
97 MAR 12 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Should you need to call someone concerning this matter, please call:

LESTER STURTRIDGE at (407) 268-0766
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: Metro Bay Realty, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1316 Wilderness Lane
Titusville, FL 32796

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Lester Sturtridge
1316 Wilderness Lane
Titusville, FL 32796

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STATE
FLORIDA

ARTICLE V INCORPORATORS

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

Lester Sturtridge
1316 Wilderness Lane
Titusville, FL 32796

The undersigned incorporator has executed these Articles of Incorporation this
10 day of March, 1997.

A handwritten signature in cursive script, appearing to read "Lester Sturtridge", is written over a horizontal line.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Metro Bay Realty, Inc.
2. The name and address of the registered agent and office:

Lester Sturtridge
1316 Wilderness Lane
Titusville, Florida 32796

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Signature

3/10/97

Date

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314