



THE UNITED STATES
CORPORATION
COMPANY

P97000024448

ACCOUNT NO. : 072100000032

REFERENCE : 297031 81622B

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pajito

ORDER DATE : March 18, 1997

ORDER TIME : 9:0 AM

ORDER NO. : 297031-005

CUSTOMER NO: 81622B

800002116753--2

CUSTOMER: Ms. Sue N. Bothe
KENT RUNNELLS, P.A.

Suite 204
420 W. Brandon Blvd.
Brandon, FL 33511

DOMESTIC FILING

NAME: BAY 2 BAY VENTURES, 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: Deborah Schroder

EXAMINER'S INITIALS:

K.R. MAR 19 1997

FILED
97 MAR 18 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 MAR 18 11:08 AM
RECORDED

**ARTICLES OF INCORPORATION
OF
BAY 2 BAY VENTURES, INC.**

FILED
97 MAR 18 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned subscribers to these Articles of Incorporation, being natural persons competent to contract, form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation is BAY 2 BAY VENTURES, INC.

ARTICLE II

The corporation is authorized to and may engage in any activity or business which is lawful in the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common capital stock, each share having a par value of \$1.00 (one dollar). Authorized common capital stock may be paid for in cash, services or property at a just value to be fixed by the Directors of the corporation at any regular or special meeting thereof.

ARTICLE IV

The amount of capital with which the corporation shall commence business is \$5,000.00.

ARTICLE V

This corporation shall have a perpetual existence.

ARTICLE VI

The initial street address of the principal office of the corporation is to be 803 Chess Place, Seffner, Florida 33584. The Directors may from time to time designate such other address and place for the principal office of the corporation as they deem appropriate.

ARTICLE VII

The initial number of directors of this corporation shall be four (4). This number may be increased from time to time pursuant to the bylaws adopted by the stockholders of the corporation, but shall never be less than one.

ARTICLE VIII

The name and street address of the officers who shall serve until the first annual meeting, or until their successors shall have been elected and qualified are:

JAMES D. BAY
President, Secretary and Director
803 Chess Place
Seffner, Florida 33584

RITA A. BAY
Vice President and Director
803 Chess Place
Seffner, Florida 33584

ARTICLE IX

The name and street address of the subscribers of these Articles of Incorporation is as follows:

JAMES D. BAY and RITA A. BAY
Jointly subscribing to 500 shares

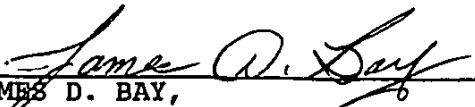
ARTICLE X

These Articles of Incorporation may be amended in any manner provided by Florida law. Every amendment hereto shall be proposed by the stockholders and approved at a stockholders meeting by a majority of stock entitled to vote thereon unless all stockholders sign a written agreement manifesting their intention to effect a certain amendment of these Articles of Incorporation.

ARTICLE XI

JAMES D. BAY, 803 Chess Place, Seffner, Florida 33584, is hereby designated REGISTERED AGENT upon whom process may be served.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, and acknowledge and file the foregoing Articles of Incorporation of BAY 2 BAY VENTURES, INC., under the laws of the State of Florida, this 12 day of March, 1997.


JAMES D. BAY,
Initial Subscriber

COUNTY OF HILLSBOROUGH

BEFORE ME, personally appeared, JAMES D. BAY and RITA A. BAY, initial Subscribers, to me well known to be the individuals described in and who executed the foregoing Articles of Incorporation, and acknowledged that they executed the same for the purpose expressed therein.

SWORN TO AND SUBSCRIBED before me this 12 day of March, 1997.

NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

Having been named as REGISTERED AGENT and to accept service of process for the above stated corporation at the place designated in the 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.

JAMES D. BAY

FILED
97 MAR 18 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(CORP\BAY.ART)