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May 8, 1997

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*****70.00 *****70.00

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

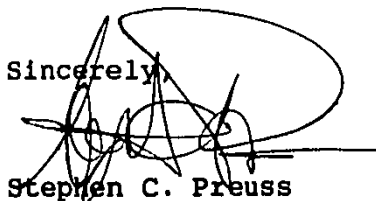
Re: Incorporation of BAY SECURITIES ASSOCIATES, INC.

Dear Sir or Madam,

Enclosed please find the Articles of Incorporation for the above referenced corporation, along with a check in the amount of \$ 70.00 for the filing fee. I appreciate your assistance.

Please call if you have any questions.

Sincerely,



Stephen C. Preuss

P. CHESLER

MAY 16 1997

ARTICLES OF INCORPORATION
OF
BAY SECURITIES ASSOCIATES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

BAY SECURITIES ASSOCIATES, INC.

The principal place of business of this corporation shall be

5220 Sand Trap Place Valrico, FL 33594-8291

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state , country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

ARTICLE IV. ADDRESS

The street address for the initial registered agent of the corporation shall be 501 S. Boulevard Tampa, FL 33606, and the name of the initial registered agent of the corporation at that address is Stephen C. Preuss, Esquire.

FILED
97 MAY 14 AM 10:31
TALLAHASSEE, FLORIDA

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he or she already holds, shall have the right to purchase his or her pro-rata share thereof, at the price at which it is offered to others.

ARTICLE VII. SPECIAL PROVISIONS

It is the intent of the incorporator that the corporation may qualify under Section 1244 of the Internal Revenue Code and that the corporation may file as a Subchapter S corporation.

ARTICLE VIII. OFFICERS AND DIRECTORS

The name and street address of the initial officers and directors who shall hold office for the first year of the corporation, or until successors are elected or appointed are as follows:

ROBERT ROSZKOWSKI, President, Secretary and Director
5220 Sand Trap Place Valrico, FL 33594-8291

ARTICLE IX. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Stephen C. Preuss, Esquire 501 S. Boulevard
Tampa, FL.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand
this 9 day of May, 199 .



Stephen C. Preuss, Esquire

ACCEPTANCE BY REGISTERED AGENT

I, Stephen C. Preuss, Esq., hereby am familiar with and accept
the duties and responsibilities as Registered Agent for said

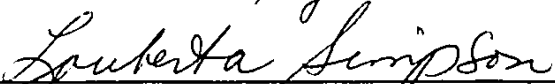
corporation.


Stephen C. Preuss, Esq.

State of Florida

County of Hillsborough

The foregoing instrument was acknowledged before me this
day of May, 1997.


Notary Public, State of Florida at Large

My Commission Expires; _____



LOUBERTA SIMPSON
MY COMMISSION # 00342276 EXPIRES
January 17, 1998
DENIED THRU TROY FARM INSURANCE, INC.

FILED
97 MAY 14 AM 9:31
TALLAHASSEE, FLORIDA