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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: NEW BAY PRODUCTS, INC.

AUDIT NUMBER.....H97000009015

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA

8/11/97

H 9700009015

**ARTICLES OF INCORPORATION**

**OF**

**NEW BAY PRODUCTS, INC.**

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: **NEW BAY PRODUCTS, INC.**

**ARTICLE II PRINCIPAL OFFICE**

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

7337 N.W. 37th Avenue  
Miami, Florida 33147

**ARTICLE III CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 500 (Five Hundred) at \$1.00 Par Value

**ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is:

JUAN P. ALEMPARTE  
7337 NW 37th Avenue  
Miami, Florida 33147

MARCOS A. GUERRA CPA, P.A.  
3663 S.W. 8th STREET SUITE 819  
MIAMI, FLORIDA 33136  
PH: 447-1426 FAX: 448-8200

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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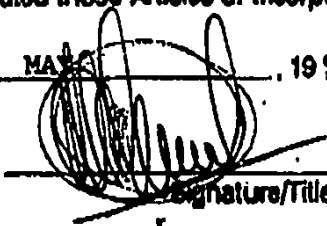
**ARTICLE V INCORPORATOR(S)**

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

JUAN P. ALEMPARTE - PRESIDENT - 7337 NW 37th Avenue  
Miami, Florida 33147

The undersigned has(have) executed these Articles of Incorporation this

\_\_\_\_\_ 30 day of MAY, 1997.



Signature/Title JUAN P. ALEMPARTE/PRES.

Signature/Title

Signature/Title

STATE OF FLORIDA

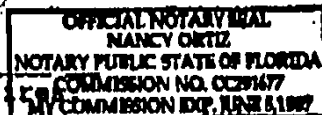
COUNTY OF DADE

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED AND SWORN TO BEFORE  
ME THIS 30 DAY OF MAY, 1997 BY Juan P. Alemparte  
OF New Bayhead in the Miami Florida  
Resident Alien # A091204815

NOTARY PUBLIC. 

H 97000009015

My Commission Exp:



H 970 000 090 15

**CERTIFICATE OF DESIGNATION**  
**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: NEW BAY PRODUCTS, INC.

2. The name and address of the registered agent and office is:

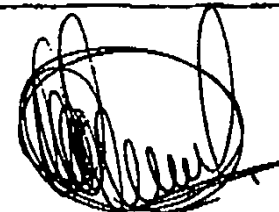
JUAN P. ALEMPARTE  
(NAME)

7337 NW 37th Avenue  
(P.O. BOX NOT ACCEPTABLE)

MIAMI, FLORIDA 33147  
(CITY/STATE/ZIP)

97 JUN -12 PM 4:02  
SECTION 607.0501  
MILWAUKEE, FLORIDA

SIGNATURE



(corporate officer) JUAN P. ALEMPARTE

TITLE

PRESIDENT

DATE

MAY 30, 1997

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



JUAN P. ALEMPARTE

DATE

May 30, 1997

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