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ANTONIO DUARTE, III, P.A.

ATTORNEY AT LAW

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July 3, 1997

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, Florida 32314

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-07/07/97--01114--003
****122.50 ****122.50

Re: The Bay Consulting Group, Inc., filing of Articles of
Incorporation.

To whom it may concern,


I am enclosing herewith an original and a copy of Articles of
Incorporation for the above-named corporation. In addition, a
check in the sum of \$122.50 is enclosed which represents the
following fees:

Filing fee	\$35.00
Certified copy	\$52.50
Registered agent fee	<u>\$35.00</u>
Total	\$122.50

Please file the original of the enclosed Articles of
Incorporation and return a certified copy to the undersigned to
the above address.

Your prompt attention to this matter would be appreciated.

Sincerely,



Antonio Duarte, III Esquire

enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL -7 PM 2:28
1.8.97

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ARTICLES OF INCORPORATION
OF

The Bay Consulting Group, Inc.

The undersigned, acting as incorporator of
The Bay Consulting Group, Inc.,
under the Florida General Corporation Act, adopts the
following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:
The Bay Consulting Group, Inc.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence upon the
filing of these articles and shall have perpetual existence.

ARTICLE III. PURPOSE

The general purpose or purpose for which the corporation
is organized are as follows:

To transact any or all other lawful business for
which a corporation may be incorporated under the
Florida General
Corporation Act.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is
authorized to have outstanding at any time is 7,500 shares of
common stock having a par value of \$1.00 per share. The
consideration to be paid for each share shall be fixed by the
board of directors and may be paid in whole or in part in cash
or other property, tangible or intangible, or in labor or
services actually performed or for which there are written
promises to perform in the future for the corporation, with a
value, in the judgment of the directors, equivalent to or
greater than the full par value of the shares.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT
PRINCIPAL PLACE OF BUSINESS

The street address of the initial principal place of business and mailing address of the business is 236 Sun Vista Court North; Treasure Island, Florida 33706 and registered office of the corporation is 236 Sun Vista Court North; Treasure Island, Florida 33706, and the name of the corporation's initial registered agent at that address is Christine Elaine Ernst.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial director is:

Name	Address
Christine Elaine Ernst	236 Sun Vista Court North Treasure Island, Florida 33706

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

Name	Address
Christine Elaine Ernst	236 Sun Vista Court North Treasure Island, Florida 33706

The incorporator of the corporation assigns to this corporation his rights under Section 607.161, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

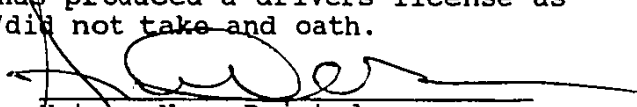
The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

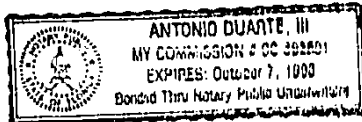
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this the 3rd day of July, 1997.


Christine Elaine Ernst

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this the 3rd day of July, 1997, by Christine Elaine Ernst, who is personally known to me/or has produced a drivers license as identification and who did/did not take and oath.


Notary Name Printed:
Antonio Duarte, III



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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That The Bay Consulting Group, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at County of Pinellas, State of Florida, has named Christine Elaine Ernst located at 236 Sun Vista Court North; Treasure Island, Florida 33706, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida General Corporations Act relative to keeping open the registered office.



Christine Elaine Ernst

Date: 3rd day of July, 1997