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STRATFORD POINT BUILDING - 5TH FLOOR
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August 25, 1997

VIA FEDERAL EXPRESS OVERNIGHT DELIVERY

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-08/26/97--01062--012
*****70.00 *****70.00

Re: **Bay Point Terrace, Inc.**

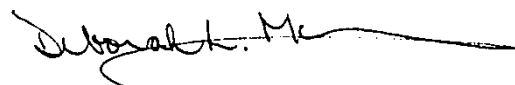
Dear Sir or Madam:

Enclosed, please find an original and one conformed copy of the Articles of Incorporation for the above-referenced entity. Also enclosed, please find a check in the amount of \$70.00, the statutory filing fee. Once the Articles have been filed, please return a conformed copy to me in the federal express envelope provided.

If you have any questions, please do not hesitate to contact me at 1-800-880-1130.

Sincerely yours,

BLANCO TACKABERY COMBS
& MATAMOROS, P.A.


Deborah L. McKenney

DLM/dkr
Enclosures
P:\DLM\LETTERS\FLORIDA 808-8/25/97(dkr)

cc: D. Gray Angell, Jr. (via telecopy w/Encl.)

FILED
97 SEP -3 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc 9/3/97

ARTICLES OF INCORPORATION
OF
BAY POINTE TERRACE, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned submits these Articles of Incorporation for the purpose of forming a business corporation under and by virtue of the laws of the State of Florida, as contained in Chapter 607 of the Florida Statutes, entitled the "FLORIDA BUSINESS CORPORATION ACT," and to that end sets forth:

ARTICLE ONE

The name of the Corporation is Bay Pointe Terrace, Inc.

ARTICLE TWO

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

6000 Meadowbrook Mall, Suite 8
Clemmons, NC 27012

ARTICLE THREE

The Corporation shall have authority to issue 1,000,000 shares of common stock.

ARTICLE FOUR

The address of the initial registered office of the Corporation is 1200 South Pine Island Road, Plantation, Florida 33324, and the name of the initial registered agent at such address is CT Corporation System.

ARTICLE FIVE

The name and address of the Incorporator to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
George E. Hollodick	110 South Stratford Road, Suite 500 Winston-Salem, N.C. 27104

ARTICLE SIX

To the fullest extent permitted by applicable law, as it now exists or may hereafter be amended, the Corporation shall indemnify all persons serving as directors of the Corporation against all liability and litigation expense, including but not limited to reasonable attorneys' fees, arising out of their status as such or their activities in the foregoing capacity, regardless of when such status existed or activity occurred and regardless of whether or not they are directors of the

Corporation at the time such indemnification is sought or obtained. Without limiting the generality of the foregoing indemnity, such persons may also recover from the Corporation all reasonable costs, expenses and attorneys' fees in connection with the enforcement of rights to indemnification granted by this Article. The provisions of this Article are in addition to and not in limitation of the power of the Corporation with respect to, and the rights of any director of the Corporation to receive the benefits of, any other or further indemnification, insurance, elimination of liability or other right or benefit which is either required by the FLORIDA BUSINESS CORPORATION ACT or permitted thereby and duly adopted by the Corporation in accordance therewith.

ARTICLE SIX

To the fullest extent permitted by applicable law, as it now exists or may hereafter be amended, no director of the Corporation shall have any personal liability arising out of any action, whether by or in the right of the Corporation or otherwise, for monetary damages for breach of his or her duty as a director. This Article shall not impair any right to receive indemnity or insurance from the Corporation or any third party which any director may now or hereafter have. Any repeal or modification of this Article shall not impair or otherwise adversely affect any limitation on, or elimination of, the personal liability of a director effected hereby with respect to acts or omissions occurring prior to such repeal or modification.

IN WITNESS WHEREOF, I have set my hand, this 25 day of August, 1997.

INCORPORATOR:



George E. Hollodick

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

Pursuant to the provisions of sections 607.0501 or 617.0501, 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: BAY POINTE TERRACE, INC.

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

C T CORPORATION SYSTEM

(Name)

1200 South Pine Island Road

(P.O. Box NOT acceptable)

Plantation, FL 33324

(City/State/Zip)

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

Dale Morris

DATE

8/27/97

FILED
97 SEP -3 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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