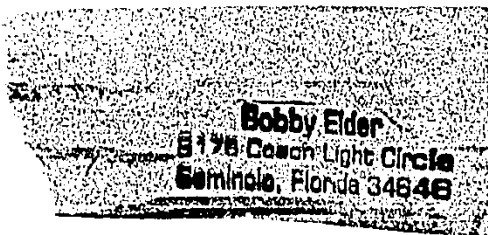


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BAY AREA SALES & MARKETING, INC.

ARTICLES OF INCORPORATION



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TABLE OF CONTENTS

	PAGE

ARTICLE I.....NAME.....	1
ARTICLE II.....COMMENCEMENT & DURATION.....	1
ARTICLE III.....PURPOSE.....	1
ARTICLE IV.....CAPITAL STOCK.....	1
ARTICLE V.....PREEMPTIVE RIGHTS.....	1
ARTICLE VI.....TRANSFER RESTRICTIONS.....	2
ARTICLE VII.....INITIAL BOARD OF DIRECTORS.....	3
ARTICLE VIII.....IDEMNIFICATION.....	3
ARTICLE IX.....PRINCIPAL OFFICE AND INITIAL REGISTERED OFFICE AGENT..	3
ARTICLE X.....INCORPORATOR.....	4
ARTICLE XI.....AMENDMENT.....	4
.....DESIGNATION OF RESIDENT AGENT.....	4

ARTICLES OF INCORPORATION

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OF

BAY AREA SALES & MARKETING, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

THE NAME OF THIS CORPORATION SHALL BE BAY AREA SALES & MARKETING, INC.

ARTICLE II - COMMENCEMENT & DURATION

THE COMMENCEMENT OF THIS CORPORATION'S EXISTENCE SHALL BE THE TIME OF THE FILING OF THESE ARTICLES OF INCORPORATION BY THE DEPARTMENT OF STATE. THIS CORPORATION'S DURATION SHALL BE PERPETUAL.

ARTICLE III - PURPOSE

THIS CORPORATION IS BEING ORGANIZED FOR THE PURPOSE OF ENGAGING IN TRANSACTION OF ANY AND ALL BUSINESS ACTIVITIES PERMITTED UNDER THE LAWS OF FLORIDA AND THE UNITED STATES OF AMERICA.

ARTICLE IV - CAPITAL STOCK

THIS CORPORATION SHALL HAVE THE AUTHORITY TO ISSUE 1,000 TEN DOLLAR (\$10.00) PER VALUE SHARES OF COMMON CAPITAL STOCK.

ARTICLE V - PREEMPTIVE RIGHTS

EVERY SHARE HOLDER, UPON THE SALE FOR CASH BY THIS CORPORATION OF ANY SHARES OF NEW CAPITAL STOCK OF THE SAME KIND, CLASS, OR SERIES, AS THAT WHICH THE SHAREHOLDER ALREADY HOLDS, SHALL HAVE THE PREEMPTIVE RIGHT TO PURCHASE A PRO RATA SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT THE ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH SUCH SHARES ARE OFFERED TO OTHERS.

ARTICLE VI - TRANSFER RESTRICTIONS

NO SHAREHOLDER SHALL HAVE THE RIGHT TO SELL, ASSIGN, PLEDGE, ENCUMBER, TRANSFER, OR OTHERWISE DISPOSE OF ANY SHARES THE CAPITAL STOCK OF THIS CORPORATION, WITHOUT FIRST OFFERING SUCH SHARES FOR SALE TO THIS CORPORATION AT THE NET ASSET VALUE THEREOF. SUCH OFFER SHALL BE IN WRITING, SIGNED BY THE SHAREHOLDER, SENT BY REGISTERED OR CERTIFIED MAIL TO THIS CORPORATION AT ITS REGISTERED OFFICE ADDRESS, AND OPEN FOR ACCEPTANCE BY THIS CORPORATION FOR A PERIOD OF FIFTEEN DAYS (15) FROM THE DATE OF MAILING. IF THIS CORPORATION FAILS OR REFUSES, WITHIN SUCH PERIOD, TO MAKE SATISFACTORY ARRANGEMENTS FOR THE PURCHASE OF SUCH SHARES, THE SHAREHOLDER SHALL HAVE THE RIGHT TO DISPOSE OF SUCH SHARES WITHOUT ANY FURTHER RESTRICTIONS.

ON THE DEATH OF ANY SHAREHOLDER, THIS CORPORATION SHALL HAVE THE RIGHT TO PURCHASE ANY SHARES OF CAPITAL STOCK OF THIS CORPORATION OWNED BY THE SHAREHOLDER IMMEDIATELY PRIOR TO THE SHAREHOLDER'S DEATH, ON THE TERMS SET FORTH ABOVE, AND THIS PROVISION SHALL BE BINDING UPON THE PERSONAL REPRESENTATIVE OF THE SHAREHOLDER.

EACH STOCK CERTIFICATE ISSUED BY THIS CORPORATION SHALL CARRY THE FOLLOWING LEGEND:

"THESE SHARES ARE HELD SUBJECT TO CERTAIN
TRANSFER RESTRICTIONS IMPOSED BY THIS
CORPORATION'S ARTICLES OF INCORPORATION, A
COPY OF WHICH IS ON FILE AT THIS
CORPORATION'S PRINCIPAL OFFICE."

ARTICLE VII - INITIAL BOARD OF DIRECTORS

THE NUMBER OF DIRECTORS ON THIS CORPORATION'S INITIAL BOARD OF DIRECTORS SHALL BE ONE (1). THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME, AS PROVIDED IN THIS CORPORATION'S BYLAWS, BUT SHALL NEVER BE LESS THAN ONE.

THE NAME AND ADDRESS OF EACH INDIVIDUAL WHO SHALL SERVE AS A MEMBER OF THE INITIAL BOARD OF DIRECTORS IS:

ROBERT ELDER
8175 COACHLIGHT CIR.
SEMINOLE, FLA. 33776

ARTICLE VIII - INDEMNIFICATION

THIS CORPORATION SHALL INDEMNIFY ANY OFFICER, DIRECTOR, EMPLOYEE, OR AGENT, AND ANY FORMER OFFICER, DIRECTOR, EMPLOYEE, OR AGENT, TO FULL EXTENT PERMITTED BY LAW.

ARTICLE IX - PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

THE NAME OF THE INDIVIDUAL WHO SHALL SERVE AS THIS CORPORATION'S INITIAL REGISTERED AGENT AND THE ADDRESS OF THIS CORPORATION'S PRINCIPAL OFFICE AND THE ADDRESS OF THIS CORPORATION'S INITIAL REGISTERED OFFICE SHALL BE:

ROBERT ELDER
8175 COACHLIGHT CIR.
SEMINOLE, FLA. 33776

ARTICLE X - INCORPORATOR

THE NAME AND ADDRESS OF THE INDIVIDUAL WHO SHALL SERVE AS THIS CORPORATION'S INCORPORATOR IS:

MAKESHA NICOLE CURRAN-ELDER
8175 COACHLIGHT CIR.
SEMINOLE, FLA. 33776

ARTICLE XI - AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO. ANY RIGHTS CONFERRED UPON THE SHAREHOLDERS SHALL BE SUBJECT TO THIS RESERVATION.

DESIGNATION OF RESIDENT AGENT

I HEREBY ACCEPT MY DESIGNATION AS RESIDENT AGENT AND AGREE TO SERVE AS THE RESIDENT AGENT OF BAY AREA SALES & MARKETING, INC. I HEREBY STATE THAT I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR BAY AREA SALES & MARKETING, INC.

Robert Elder

ROBERT ELDER / REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF PINELLAS

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 12TH DAY OF AUGUST, 1997, BY ROBERT ELDER, WHO IS PERSONALLY KNOWN TO ME OR WHO HAS PRODUCED Drivers License AS IDENTIFICATION AND WHO DID TAKE AN OATH.



Janet Grace Lamb
SIGNATURE

Janet Grace Lamb
PRINTED NAME OF OFFICER
NOTARY PUBLIC
MY COMMISSION EXPIRES:

I, THE UNDERSIGNED, BEING THE INCORPORATOR OF THIS CORPORATION, HAVE EXECUTED THESE ARTICLES OF INCORPORATION ON AUGUST 12, 1997.

Makesha N. Curran-Elder
MAKESHA N. CURRAN-ELDER

STATE OF FLORIDA
COUNTY OF PINELLAS

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 12TH DAY OF AUGUST, 1997, BY MAKESHA N. CURRAN-ELDER, WHO IS PERSONALLY KNOWN TO ME OR WHO HAS PRODUCED Drivers License AS IDENTIFICATION AND WHO DID TAKE AN OATH.

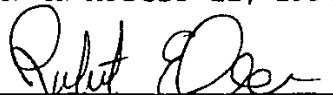


Janet Grace Lamb
SIGNATURE

Janet Grace Lamb
PRINTED NAME OF OFFICER
NOTARY PUBLIC
MY COMMISSION EXPIRES:

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TALLAHASSEE, FLORIDA

I, THE UNDERSIGNED, BEING THE INCORPORATOR OF THIS CORPORATION,
HAVE EXECUTED THESE ARTICLES OF INCORPORATION ON AUGUST 12, 1997.


ROBERT ELDER

STATE OF FLORIDA
COUNTY OF PINELLAS

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 12TH
DAY OF AUGUST, 1997, BY ROBERT ELDER, WHO IS PERSONALLY KNOWN TO
ME OR HAS PRODUCED Drivers License AS IDENTIFICATION
AND WHO DID TAKE AN OATH.




SIGNATURE

Janet Grace Lamb
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