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JAMES R. NIESET

Attorney At Law

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Bureau of Corporate Records  
Secretary of State  
P. O. Box 6327  
Tallahassee, FL 32314

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-09/09/97--01008--016  
\*\*\*\*122.50 \*\*\*\*122.50

RE: The Bay Group, Inc.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named corporation, along with our check in the amount of \$122.50, which represents the following:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
	\$122.50

Please file the original and return the certified copy to the above address. Thank you for your attention and cooperation.

Very truly yours,



Susan L. VanHaaren  
Legal Assistant

/slv  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 SEP -9 AM 9:20

09/11/97

ARTICLES OF INCORPORATION  
OF

THE BAY GROUP, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 SEP -9 AM 9:20

The undersigned, acting as incorporator of this corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLES I. NAME

The name of this corporation is THE BAY GROUP, INC.

ARTICLE II. DURATION

This corporation shall exist perpetually commencing on the date of the filing of these Articles.

ARTICLE III. MAILING ADDRESS OF BUSINESS

The mailing address for this corporation will be:

8203 - 113th Street North  
Seminole, FL 33772

ARTICLE IV. PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and State of Florida and may do all things necessary or convenient to carry out its business and affairs.

ARTICLE V. CAPITAL STOCK

This corporation is authorized to issue 1,000 common shares of \$1.00 par value.

**ARTICLE VI. PREEMPTIVE RIGHTS GRANTED**

Every shareholder shall have the preemptive right to purchase his or her prorata share of any new capital stock offered for sale of the same kind, class or series as that which he or she already holds.

**ARTICLE VII. INITIAL REGISTERED AGENT AND OFFICE**

The name and address of the initial registered agent of this corporation are:

JAMES R. NIESET, ESQ.  
6740-D Crosswinds Drive North  
St. Petersburg, Florida 33710

**ARTICLE VIII. BOARD OF DIRECTORS**

This corporation shall have a Board of Directors consisting of two (2) directors. The name and address of the initial directors are:

Mr. Mahlon A. Hartselle, Jr.  
14097 Whisperwood Drive  
Clearwater, FL 34620

Mr. Douglas Dickey  
12030 Summergate Circle A104  
Fort Myers, FL 33913

The number of directors may be either increased or decreased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than one (1).

**ARTICLE IX. RESTRICTIONS ON TRANSFER OF STOCK**

Shares held or acquired by the shareholders of this corporation may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholders and this corporation.

**ARTICLE X. INCORPORATOR**

The name and address of the person signing these Article of Incorporation are:

JAMES R. NIESET, ESQ.  
6740-D Crosswinds Drive  
St. Petersburg, FL 33710

**ARTICLE XI. INDEMNIFICATION**

This corporation shall indemnify any person acting as a director, officer, employee or agent of the corporation to the full extent permitted by law.

**ARTICLE XII. AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.



IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 5 day of September, 1997.

  
JAMES R. NIESET, ESQ.

STATE OF FLORIDA  
COUNTY OF PINELLAS


FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 SEP -9 AM 9:20

The foregoing instrument was acknowledged before me this  
5<sup>th</sup> day of September, 1997, by JAMES R. NIESET, ESQ., who is  
personally known to me.

  
NOTARY PUBLIC  
 SUSAN L. VAN HAAREN  
MY COMMISSION # CC 654620  
EXPIRES: June 27, 2001  
Bonded Thru Notary Public Underwriters

ACCEPTANCE OF REGISTERED AGENT

I HEREBY AGREE as registered agent to accept service of  
process for the above-named corporation and to comply with the  
applicable provisions of Florida law relative to office hours and  
posting of registered agent names.

  
JAMES R. NIESET, ESQ.