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JAMES R. NIESET Attorney At Law

6740-D Crosswinds Drive No. St. Petersburg, Florida 33710

Tel: (813) 345-1999 Fax: (813) 345-1447

Bureau of Corporate Records Secretary of State P. O. Box 6327 Tallahassee, FL 32314 700002287897--2 -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 35.00
\$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,

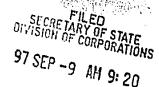
Susan L. VanHaaren Legal Assistant

/slv Enclosures SECRETARY OF STATE OF CORPORATIONS

aloning,

# ARTICLES OF INCORPORATION

OF



# THE BAY GROUP, INC.

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 <u>5</u> day of September, 1997.

JAMES R. NIESET, ESQ.

SECRETARY OF STATE OF STATE OF STATE OF CORPORATION OF CORPORATION

STATE OF FLORIDA COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this \_\_\_\_\_\_\_ day of September, 1997, by JAMES R. NIESET, ESQ., who is personally known to me.

NOTARY PUBLI

SUSAN L. VAN HAAREN MY COMMISSION / CC 654620 EXPIRES: Jume 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.

TAKES R. NIESET, ESO.