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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 565437 89168A

AUTHORIZATION :

*Patricia Pizots*

COST LIMIT : \$ 122.50

ORDER DATE : October 15, 1997

ORDER TIME : 10:33 AM

ORDER NO. : 565437-005

CUSTOMER NO: 89168A

CUSTOMER: Mr. Richard W. Blyler  
BAY RESOURCES INCORPORATED

11880 28th Street North

Saint Petersburg, FL 33716

500002320995--5

DOMESTIC FILING

NAME: BAY TECHNICAL SERVICES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

RECEIVED  
97 OCT 15 PM 12:10  
DEPT. OF STATE  
OFFICE OF CORPORATE  
AFFAIRS  
TALLAHASSEE, FLORIDA

FILED  
97 OCT 15 PM 2:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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8N OCT 15 1997

**Articles of Incorporation  
of  
Bay Technical Services, Inc.**

**FILED**  
97 OCT 15 PM 2:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of **BAY TECHNICAL SERVICES, INC.** pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I  
NAME**

The name of the corporation is: **BAY TECHNICAL SERVICES, INC.**

**ARTICLE II  
COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on the date these Articles of Incorporation are filed with the Department of State of the State of Florida.

**ARTICLE III  
PURPOSE**

This Corporation may engage in any activity or business permitted under the laws of the United States and Florida, including, but not limited to, the purchasing, selling and leasing of computer equipment and related products and services.

**ARTICLE IV  
DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE V  
AUTHORIZED SHARES**

The maximum number of common shares that the corporation is authorized to have outstanding at any time is 5,000,000 shares each having a par value of \$0.01 per share. The

5,000,000 shares of \$0.01 par value common stock will be divided equally into Class A Voting Common Shares and Class B Non-Voting Common Shares, as hereinafter more specifically provided. Class A Voting Common Shares will be comprised of 2,500,000 shares, each of which will be entitled to one (1) vote as to matters which shareholders are entitled to vote. Class B Non-Voting Common Shares will be comprised of 2,500,000 shares. Class B Non-Voting Common Shares will not be entitled to vote upon any matter. Other than the foregoing disparity in voting power, each share of Class A Voting and Class B Non-Voting Common Shares will be in all other respects be equal to every other share of Class A and Class B common stock. The Board of Directors may authorize shares to be issued for any consideration described in Section 607.0621, Florida Statutes, or otherwise provided by law.

#### **ARTICLE VI PREEMPTIVE RIGHTS**

There are no preemptive rights to stock in the corporation.

#### **ARTICLE VIII RIGHT TO "CALL" STOCK**

1. **Option to Call and Redeem Stock.** Circumstances may exist under which the interests of the corporation and its shareholders will be best served if the corporation can purchase the shares of any or all classes of common stock owned by one (1) or more of its shareholders. Therefore, the corporation may require any shareholder to sell to it all of his or her shares of common stock regardless of class at its fair value on the terms and conditions set forth in this Article VII."
  - (a) The corporation may exercise its rights under this Article VII by written notice given to the shareholder whose shares (referred to herein as the "Called Shares") are to be purchased and redeemed.
  - (b) The shareholder whose shares are to be redeemed under this Section VII shall, within thirty (30) days of the notice required under Section 1(a) of this Article VII, deliver to the corporation's Secretary certificates representing all of his or her Called Shares duly endorsed and free and clear of all liens, claims, or encumbrances. The corporation's Secretary shall give each such shareholder his or her cash and promissory notes referred to in Section 2 of this Article VII and shall cancel such shares.
2. **Type of Payment.** Except as indicated below, the fair value paid for the stock shall be paid in forty (40) equal quarter-annual payments of principal and interest. The first payment shall be made at the time such shareholder delivers his or her Called Shares to the corporation's Secretary as required by Section 1 of this Article VII. All

subsequent payments shall include interest compounded annually at six percent (6%) interest added to each installment after the first installment. The corporation will prepare and give the seller an unsecured negotiable promissory note as evidence of this debt. Such note shall permit the corporation to prepay all or any part of the principal balance of the note at any time without penalty or premium.

#### **ARTICLE VIII REGISTERED AND PRINCIPAL OFFICE AND REGISTERED AGENT**

The street and mailing address of the principal office and the initial registered office of the corporation is 11880 28th Street North, St. Petersburg, Florida 33716. The name of the corporation's initial registered agent at the registered office is **CASS T. CASUCCI**.

#### **ARTICLE IX INITIAL BOARD OF DIRECTORS**

The corporation shall have one (1) 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 addresses of the initial director is: **CASS T. CASUCCI** whose address is 11880 28th Street North, St. Petersburg, Florida 33716.

#### **ARTICLE X INCORPORATOR**

The name and street address of the incorporator is: **CASS T. CASUCCI** whose address is 11880 28th Street North, St. Petersburg, Florida 33716.

#### **ARTICLE XI 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 XII 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

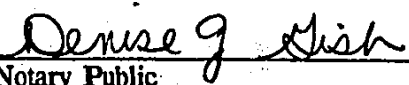
shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be made in the manner provided by law.

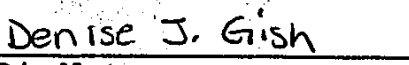
**In Witness Whereof**, the undersigned incorporator has executed these Articles of Incorporation this October 9, 1997.

  
CASS T. CASUCCI, Incorporator

State of Florida  
County of Pinellas

The foregoing instrument was acknowledged before me on this October 9, 1997 by CASS T. CASUCCI, who produced a driver's license as identification, is personally known to me and gave an oath.

  
Notary Public

  
Print Name

My Commission Expires:

(Affix Notarial Seal)



DENISE J GISH  
My Commission CC551728  
Expires Apr 30, 2000

**Certificate of Designation  
Registered Agent/Registered Office**

Pursuant to the provisions of sections 607.0501 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 TECHNICAL SERVICES, INC.**
2. The name and address of the registered agent and office is:

**Cass T. Casucci  
11880 28th Street North  
St. Petersburg, Florida 33716**

**I HAVE BEEN NAMED AS REGISTERED AGENT 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.**

  
**CASS T. CASUCCI**

Date: 10-9

**FILED**  
91 OCT 15 PM 2:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA