



THE UNITED STATES
CORPORATION
COMPANY

P97000094465

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97 NOV -3 AM 8:36

ACCOUNT NO. : 072100000032

DIVISION OF CORPORATION

REFERENCE : 586315-4329325

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 122.50

ORDER DATE : October 31, 1997

ORDER TIME : 3:56 PM

ORDER NO. : 586315-005

CUSTOMER NO: 4329325

CUSTOMER: Jan D. McCormick, Esq
BRANT MOORE MACDONALD & WELLS,
P.A.
P. O. Box 4548

400002335664--1

Jacksonville, FL 32201-4548

DOMESTIC FILING

NAME: BAYWOOD TECHNOLOGIES, 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: Stephanie Stscherban

EXAMINER'S INITIALS: _____

FILED
97 NOV -3 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02589

W97-24867

NOV - 3 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 3, 1997

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

SUBJECT: BAYWOOD TECHNOLOGIES, INC.
Ref. Number: W97000024867

RESUBMIT
Please give original
submission date as file date.

We have received your document for BAYWOOD TECHNOLOGIES, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 097A00053049

RECEIVED
97 NOV -4 AM 11:28
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
BAYWOOD TECHNOLOGIES, INC.

FILED
97 NOV -3 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is Baywood Technologies, Inc.

ARTICLE II - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The authorized capital of the Corporation shall be 10,000 shares of the common stock at a par value of \$1.00 per share.

ARTICLE IV - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS

The initial street address of the principal office and the mailing address of this Corporation is 9428 Baymeadows Road, Suite 500, Jacksonville, Florida 32256. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII - DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time, by Bylaws adopted by the Stockholders.

ARTICLE VIII - INITIAL DIRECTORS

The name and street address of the member of the first Board of Directors is:

William D. Fitzgerald
9428 Baymeadows Road, Suite 500
Jacksonville, Florida 32256

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Jan D. McCormick
Suite 3100 - Barnett Center
50 North Laura Street
Jacksonville, Florida 32202

ARTICLE X - SECTION 1244 STOCK

The Board of Directors is authorized to issue "Section 1244 Stock", as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time to time.

ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

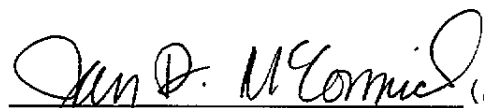
The street address of the initial registered office of this Corporation is Suite 3100 - Barnett Center, 50 North Laura Street, Jacksonville, Florida 32202 and the name of the initial registered agent of this Corporation at that address is Brant, Moore, Macdonald & Wells, P.A.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended, altered, or changed at any time, and from time to time, in the manner now or hereafter prescribed by the applicable Florida Statutes, and all rights conferred on a stockholder herein are granted subject to this reservation.

ARTICLE XIII - EFFECTIVE DATE

The existence of this Corporation shall commence on the date of filing of these Articles of Incorporation with the Secretary of State.

 (SEAL)
Jan D. McCormick
Incorporator

REGISTERED AGENT'S ACCEPTANCE

The undersigned, by execution hereof, hereby accepts all of the duties and responsibilities of a Registered Agent for Baywood Technologies, Inc., a Florida corporation, in accordance with Florida Statutes, Section 607.0501.

BRANT, MOORE, MACDONALD &
WELLS, P.A.

By: Jan D. McCormick
Jan D. McCormick
Its: Vice President
Registered Agent

112541.1

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97 NOV -3 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA