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LAW OFFICE
JEROME L. TEPPS, P.A.
3411 POWERLINE ROAD, SUITE 701
FORT LAUDERDALE, FLORIDA 33309

FILED

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97 NOV 10 PM 4:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JEROME L. TEPPS
FEDERAL COURT TRIAL BAR
CIRCUIT COURT MEDIATOR
COUNTY COURT MEDIATOR

DANIELLE S. BRACKETT

November 6, 1997

Federal Express Delivery
Airbill #801414250083

SECRETARY OF STATE
DIVISION OF CORPORATIONS
409 East Gaines Street
Tallahassee, Florida 32399

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-11/10/97-01159--001
***122.50 ***122.50

Re: Bayview - St. Petersburg, Inc.

Gentlemen:

Please find original and one copy of the Articles of Incorporation and Consent of Resident Agent for filing with your office, reference above, along with my office check #29208 in the amount of \$122.50 representing filing fee.

Please endorse your approval of the Articles of Incorporation on the enclosed copy, certify and return same to this office.

Thank you.

Sincerely yours,

Jerome L. Teppes, Esq.

P. Hall
NOV 12 1997

JLT/ps

Enclosures: as noted

FILED

ARTICLES OF INCORPORATION OF
BAYVIEW - ST. PETERSBURG, INC.

97 NOV 10 PM 4:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the corporation is BAYVIEW - ST. PETERSBURG,
INC.

ARTICLE II

DURATION AND COMMENCEMENT OF EXISTENCE

This corporation shall commence on the date of filing with
the Secretary of State. This corporation shall have perpetual
existence.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting
any or all lawful business for which corporations may be
incorporated under Chapter 607 of the Florida Statutes.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of
\$.10 par value common stock.

ARTICLE V
CORPORATE OFFICE

The address of the corporate office is 2787 East Oakland Park Blvd., Suite 411, Fort Lauderdale, Florida 33306 or as otherwise reflected in the annual report.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3411 Powerline Road, Suite 701, Fort Lauderdale, Florida 33309 and the name of the initial Registered Agent of this corporation at that address is Jerome L. Teppes.

ARTICLE VII
INITIAL BOARD OF DIRECTOR/INCORPORATOR

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one nor more than three. The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
LEONARD ANSILL	2787 East Oakland Park Blvd. Suite 411 Fort Lauderdale, Florida 33306

ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify any officer or director, or former officer or director, to the full extent permitted by law.

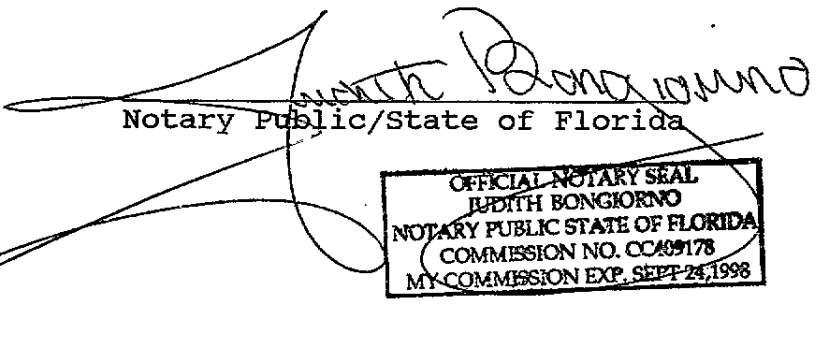
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 6th day of November, 1997.


LEONARD ANSILL

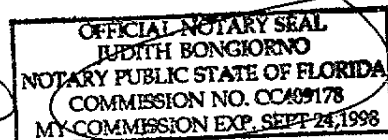
STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared LEONARD ANSILL known to me and known by me or who produced n/A as identification, who did take an oath, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State of County above mentioned, this 6th day of November, 1997.


Notary Public/State of Florida

my commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

FILED


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 48.091 and Section 607.034(3), Florida
Statutes, the following is submitted in compliance with said
Sections:

BAYVIEW - ST. PETERSBURG, INC. desires to organize under the
Laws of the State of Florida with its registered office as
indicated in the Articles of Incorporation at 3411 Powerline
Road, Suite 701, Fort Lauderdale, Florida 33309 and has named
Jerome L. Teppes located at 3411 Powerline Road, Suite 701, Fort
Lauderdale, Florida 33309 as its Agent to accept service of
process within this State.

CONSENT OF REGISTERED AGENT

Having been named to accept service of process for the above
named corporation, at the place designated in this Certificate, I
hereby accept to act in this capacity, and agree to comply with
the provisions of said Sections relative to keeping open said
office.


JEROME L. TEPPES