

P98000021039

February 24, 1998

Corporate Records Bureau
Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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-03/04/98--01079--015
****122.50 ****122.50

Re: BAYHILL TRADING CORP.

To Whom It May Concern:

Enclosed are two originals of Articles of Incorporation for the above-named corporation.
Please file one original and certify and return one original to me.

Also enclosed is my check in the amount of \$122.50, to cover the following costs:

1.	Filing fee	\$35.00
2.	Designation of Registered Agent	35.00
3.	Certified copy of Charter	52.50
Total		\$122.50

Thank you. If you have any questions, please give me a call.

Sincerely,

Fred H. Miller

Fred H. Miller

(407) 342-6141

FHR
Enclosures

CC:
225.742

FILED
98 MAR -4 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

YHM - 3/5/98

ARTICLES OF INCORPORATION
OF
BAYHILL TRADING CORP.

The undersigned hereby organizes a corporation for profit under the provisions of the Florida Business Corporation Act, and pursuant to the following Articles of Incorporation.

ARTICLE 1

Name

The name of this corporation is: BAYHILL TRADING CORP.

ARTICLE 2

Mailing Address

The mailing address of this corporation is 1506 Sheridan Forest Drive, Tampa, FL 33629.

ARTICLE 3

Shares

This corporation is authorized to issue one hundred (100) shares of common stock with no par value.

ARTICLE 4

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1506 Sheridan Forest Drive, Tampa, FL 33629, and the name of the initial registered agent of this corporation at that address is Fred H. Miller.

ARTICLE 5

Incorporator

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

Fred H. Miller
1506 Sheridan Forest Drive
Tampa, FL 33629

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Roger W. Miller
1506 Sheridan Forest Drive
Tampa, FL 33629

ARTICLE 6

Initial Board of Directors

This corporation shall have two director(s) initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial director(s) of this corporation is/are:

Fred H. Miller
1506 Sheridan Forest Drive
Tampa, FL 33629

Roger W. Miller
1506 Sheridan Forest Drive
Tampa, FL 33629

The method of election of directors will be as stated in the Bylaws.

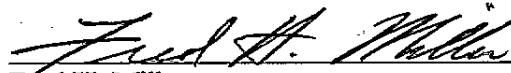
ARTICLE 7

Indemnification

The corporation may enter into indemnification agreements and adopt Bylaw provisions for indemnification of any officer or director, or any former officer or director, or may provide, at the corporation's election, for indemnification of any officer or director, or any former officer or director, without agreement or Bylaw provisions to the full extent permitted by law. The corporation shall not be subject to court-ordered indemnification pursuant to Section 607.0850(9), Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this
3rd day of February, 1998.

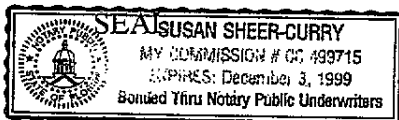
March,
THM


Fred H. Miller

 2/26/98
Roger W. Miller

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 26 day of February 1998,
by ~~Fred H. Miller~~ and Roger W. Miller.
firm



Susan Sheer-Curry
Type, Print or Stamp Name of Notary
Susan Sheer-Curry
Personally known _____
or Produced Identification X
Type of Identification Produced Florida Driver License
M460-736-39-023-0 valid 09-23-03

Acceptance of Registered Agent

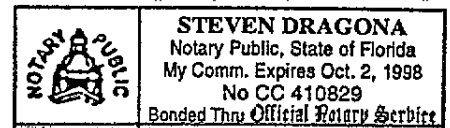
Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment of registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

STATE OF FLORIDA
COUNTY OF ORANGE

Sworn and subscribed to me
this 3rd day of March 1998.

225.743

Fred H. Miller
Fred H. Miller
FL DL # M460248643000 8/99



Steven Dragona
STEVEN DRAGONA