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LEROY ALLEN (1902-1975)
L. ROBERT FRANK (1924-1989)
JOHN R. TRINKLE, JR. (1928-1991)

AUTOMATIC TELECOPIER
(813) 229-6682

March 6, 1998

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: BAY INDUSTRIES GROUP, INC.

800002458458--5
-03/16/98--01113--011
****122.50 ****122.50

EFFECTIVE DATE

03-15-98

Gentlemen:

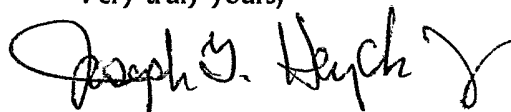
Enclosed is original and one copy of the Articles of Incorporation of Bay Industries Group, Inc.
In addition, also enclosed is a check in the sum of \$122.50 for the filing fees:

①	Filing fee for Articles of Incorporation	\$ 35.00
②	Certified copy of Articles of Incorporation	52.50
③	Designation of Registered Agent	<u>35.00</u>
<u>TOTAL</u>		<u>\$ 122.50</u>

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter is appreciated.

Very truly yours,


Joseph G. Heyck, Jr.

/em

Enclosures

cc: Mr. David R. Cohen

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 16 AM 10:16

RP
03-18-98

ARTICLES OF INCORPORATION

OF

BAY INDUSTRIES GROUP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAR 16 AM 10:16

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is BAY INDUSTRIES GROUP, INC..

ARTICLE II

The existence of the corporation shall begin on March 15, 1998.

EFFECTIVE DATE
03-15-98

ARTICLE III

The street address of the principal office of the Corporation is 1948 Iowa Avenue, NE, St. Petersburg, FL 33703.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 100, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 1948 Iowa Avenue, NE, St. Petersburg, FL 33703.. The initial registered agent for the Corporation at that address is David R. Cohen.

ARTICLE VI

The initial board of directors shall consist of two members. The names and address of the persons who will serve on the initial board of directors are:

Name	Address
David R. Cohen	1948 Iowa Avenue, NE St. Petersburg, FL 33703

Maureen E. Cohen

1948 Iowa Avenue, NE
St. Petersburg, FL 33703

ARTICLE VII

The names and street addresses of the person signing these articles of incorporation is:

Name

Address

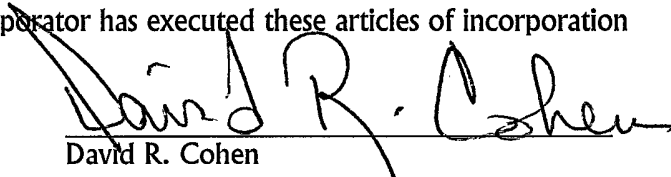
David R. Cohen

1948 Iowa Avenue, NE
St. Petersburg, FL 33703

ARTICLE VIII

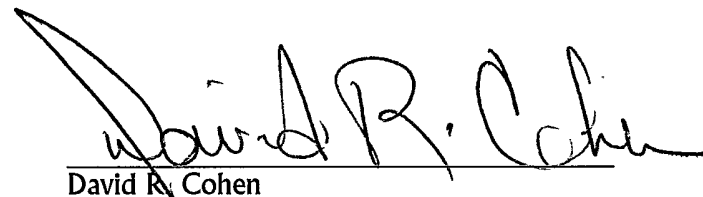
The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 9th day of March, 1998.


David R. Cohen

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for BAY INDUSTRIES GROUP, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


David R. Cohen

Date: March 9, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 16 AM 10:16