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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

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FROM: SMOOT ADAMS EDWARDS & GREEN, P.A.

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NAME: BAY USA, INC.
AUDIT NUMBER H98000005337
DOC TYPE FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS . . 1 PAGES 2
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MAR 19 1998

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ARTICLES OF INCORPORATION
OF
BAY USA, INC.

The undersigned, for purposes of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be Bay USA, Inc. The principal place of business of this corporation shall be 9700 Mainsail Court, Fort Myers, FL 33919.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred thousand (100,000) shares of common stock having one dollar (\$1.00) par value.

ARTICLE IV. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation shall be 12800 University Drive, Suite 600, Fort Myers, FL 33907, and the name of the initial registered agent of the corporation at that address is Steven I. Winer.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have one director(s) initially. The number of directors may be changed from time to time in accordance with the Bylaws but shall never be less than one. The name and address of the initial director of the corporation is:

Baylis M. Gruber
9700 Mainsail Court
Fort Myers, FL 33919

Steven I. Winer, Esq.
12800 University Drive, Suite 600
Fort Myers, FL 33907
Phone: (941) 489-1776 FL Bar No.: 476366

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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are:

Steven L. Winer
12800 University Drive, Suite 600
Fort Myers, FL 33907

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on
this 18 day of March, 1998.



Steven L. Winer, Incorporator

I hereby acknowledge and accept the assignment of registered agent for this corporation.



Registered Agent's Signature

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