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ATTORNEYS AND COUNSELORS AT LAW

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August 3, 1998

Secretary of State
Corporations Divisions
Post Office Box 6327
Tallahassee, FL 32314

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***122.50 ***122.50

Re: Fidelity Bay Corporation

Dear Sir or Madam:

Enclosed please find the original and one copy of Articles of Incorporation for the above named corporation and our firm's check in the sum of \$122.50 representing the following incorporation fees:

Filing Fee:	\$ 35.00
Certificate of	
Resident Agent	35.00
Certified copy of	
Articles	52.50
Total	\$122.50

Your prompt attention and consideration in this matter will be greatly appreciated.

Very truly yours,



Michael D. LaBarbera

MLB:tel
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG -7 AM 8:55

D. BROWN AUG 12 1998

ARTICLES OF INCORPORATION

OF

FIDELITY BAY CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG -7 AM 8:55

ARTICLE I

NAME

The name of this corporation shall be:

FIDELITY BAY CORPORATION

ARTICLE II

PURPOSES

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III

TERM OF EXISTENCE

The duration of this corporation is to be perpetual.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 600 shares of common stock, with a par value of \$1.00, which shall be designated "common shares."

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2623 Crestfield Drive, Valrico, Florida 33594.

The name of the initial registered agent of this corporation at that address is B. Keith Cox.

The principal office and mailing address of the corporation is 2623 Crestfield Drive, Valrico, Florida 33594.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time

to time by the bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
B. Keith Cox	2623 Crestfield Drive Valrico, Florida 33594

ARTICLE VII OFFICERS

The initial officers of this corporation shall be as follows:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	B. Keith Cox	2623 Crestfield Drive Valrico, Florida 33594
Secretary	B. Keith Cox	2623 Crestfield Drive Valrico, Florida 33594
Treasurer	B. Keith Cox	2623 Crestfield Drive Valrico, Florida 33594

The Board of Directors shall have the authority to elect or appoint officers as may be determined by the bylaws of the corporation and resolutions of the Board of Directors.

ARTICLE VIII INCORPORATORS

The names and addresses of the persons signing these articles are:

<u>NAME</u>	<u>ADDRESS</u>
B. Keith Cox	2623 Crestfield Drive Valrico, Florida 33594

ARTICLE IX INFORMAL SHAREHOLDER ACTION

Any action of the shareholders may be taken without a meeting, if consent is in writing, setting forth the action so taken, which shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records.

ARTICLE X
STOCK TRANSFER RESTRICTIONS

If all, or any of the shareholders or subscribers to the stock of the corporation shall enter into any agreement among themselves or with the corporation or third persons, abridging, limiting, restricting or changing the rights or interest of any one or more of the shareholders or subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the corporation, any and all of the stocks of the corporation held by them, and if a copy of the agreement is filed with the corporation, all certificates of shares subject to such agreement or restriction shall have a reference thereto endorsed thereon by an officer of the corporation and such stock shall not thereafter be transferred on the books of the corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides, the certificate of stock shall be registered so that the shares standing in the name of any person as pledgee, trustee or other fiduciary may be voted, in person or by proxy, and without proof of authority.

ARTICLE XI
INSPECTION OF BOOKS

Each stockholder shall have the unqualified right and privilege to examine all corporate books, records and correspondence. This privilege of examination is conditioned by the provision that the shareholder agrees to indemnify the corporation for losses suffered by improper disclosure of information obtained in the course of such inspection. The shareholder may not delegate the right of inspection.

ARTICLE XII
TELEPHONE MEETINGS

Members of the board of directors or an executive committee shall be deemed present at a meeting if a conference telephone or similar communications equipment in the meeting can hear each other is used.

ARTICLE XIII
PARTLY PAID SHARES

The board of directors may, by resolution, authorize the issue of the whole or any part of the shares of stock of the corporation as partly paid, subject to the provisions of Florida Statutes.

ARTICLE XIV
INTERESTED DIRECTORS OR OFFICERS

No contract, act or transaction of the corporation with any person or persons, firm or corporation, in the absence of fraud,

shall be effected or invalidated by the fact that any officer or officers, director or directors of the corporation is a party to or are the parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation and each and every person who may become a director or an officer of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

ARTICLE XV
BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders.

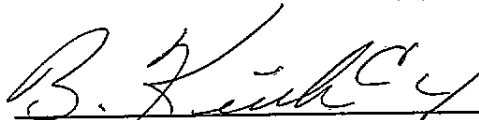
ARTICLE XVI
LONG TERM EMPLOYMENT CONTRACT

The board of directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

ARTICLE XVII
DIRECTORS' RELIANCE ON CORPORATE RECORDS

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance in good faith upon financial statements of the corporation represented to him to be correct by the president of the corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the corporation nor shall he be liable if in good faith in determining the amount available for dividends or distribution he considers the assets to be of ample value.

IN WITNESS WHEREOF, the undersigned being the incorporator of this corporation, executes these articles of incorporation and certifies to the truth of the facts stated herein, this _____ day of 8-3-98, 1998.




B. Keith Cox

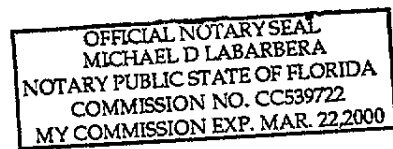
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

THIS INSTRUMENT ACKNOWLEDGED before me this 3 day of August, 1998, by B. Keith Cox, who is personally known to me or who produced personally known as identification.


Notary Public
Printed Name: Michael D. LaBarbera

My Commission Expires:



ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG -7 AM 8:55

The undersigned having been designated as and appointed as registered agent hereby accepts the appointment pursuant to Sec. 607.034, Fla.Stat., with said acceptance date to be simultaneous with the formation of Fidelity Bay Corporation, as a Florida corporation, pursuant to Florida law.

Dated at Tampa, Florida on this 3 day of August, 1998.


B. Keith Cox