



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 995427 10329A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 14, 1998

ORDER TIME : 11:01 AM

ORDER NO. : 995427-005

CUSTOMER NO: 10329A

200002663722--1

-10/14/98-01066-012

\*\*\*\*\*70.00 \*\*\*\*\*70.00

CUSTOMER: Lawrence M. Hankin, Esq  
HANKIN PERSSON & DARNELL  
HANKIN PERSSON & DARNELL  
Suite 400 & 406  
2033 Main Street  
Sarasota, FL 34237

DOMESTIC FILING

NAME: BAYKAP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 14 PM 2:26

RECEIVED  
OCT 14 PM 12:13  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**BayKap, Inc.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 14 PM 2:26

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be: **BayKap, Inc.**

**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 Seven Thousand Five Hundred (7,500) shares of common stock, having a One & 00/100 Dollar (\$1.00) par value.

**ARTICLE IV. ADDRESS**

The street address of the Corporation is 2033 Main Street, Suite 400, Sarasota, Florida 34237. The street address of the initial registered office of the corporation shall be 2033 Main Street, Suite 400, Sarasota, Florida 34237, and the name of the initial registered agent of the corporation at that address is: **LAWRENCE M. HANKIN.**

**ARTICLE V. TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI. SPECIAL PROVISION**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the Regulations issued thereunder. Such action as are necessary will be taken by the appropriate officers to accomplish this compliance.

**ARTICLE VII. DIRECTORS AND OFFICERS**

This corporation shall have no Directors or Officers, initially. The affairs of the corporation will be managed by the shareholders until such time as Directors are designated as provided by the By-Laws.

**ARTICLE VIII. SUBSCRIBER**

The name and street address of the subscriber to these Articles of Incorporation is:

LAWRENCE M. HANKIN                      2033 Main Street, Suite 400  
Sarasota, Florida      34237

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on the 13<sup>th</sup> day of October, 1998/

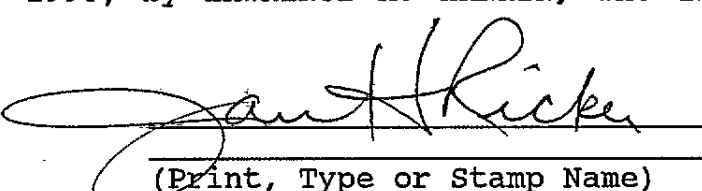
  
\_\_\_\_\_  
LAWRENCE M. HANKIN

STATE OF FLORIDA  
COUNTY OF SARASOTA

I HEREBY CERTIFY that the foregoing was acknowledged before me this 13<sup>th</sup> day of October, 1998, by LAWRENCE M. HANKIN, who is personally known to me.

(SEAL)

**JAN H. RICKER**  
Notary Public, State of Florida  
My Comm. Expires May 19, 2001  
No. CC 625319

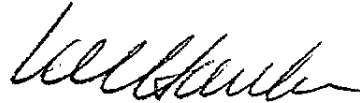
  
\_\_\_\_\_  
(Print, Type or Stamp Name)  
I am a Notary Public in and for  
the State of Florida and my  
commission expires \_\_\_\_\_.

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

---

The following is submitted in compliance with chapter 48.091,  
Florida Statutes.

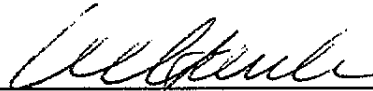
**BayKap, Inc.**, a corporation organized under the laws of the  
State of Florida, with its principal office at 2033 Main Street,  
Suite 400, Sarasota, Florida 34237, has named **LAWRENCE M. HANKIN**,  
located at 2033 Main Street, Suite 400, Sarasota, Florida 34237,  
as its registered agent at said initial registered office, to  
accept service of process within this State.



---

**LAWRENCE M. HANKIN**, Subscriber

Having been named to accept service of process for the above  
corporation, at the place designated in this Certificate, I hereby  
agree to act in this capacity, and I further agree to comply with  
the provisions of all statutes relative to the proper and complete  
performance of my duties.



---

**LAWRENCE M. HANKIN**, Registered  
Agent

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 14 PM 2:26