

RA 8000092929
ROYAL AMERICAN

ROYAL AMERICAN MANAGEMENT, INC.
ROYAL AMERICAN DEVELOPMENT, INC.
ROYAL AMERICAN CONSTRUCTION CO., INC.

EFFECTIVE DATE
10/29/98

October 29, 1998

Via Federal Express

Florida Department of State
Division of Corporations
New Filings Section
409 E. Gaines Street
Tallahassee, FL 32399

200002676682--2
-10/30/98--01044--008
****131.25 *****87.50

Gentlemen:

Attached are two originals of the Articles of Incorporation of C & S Holdings Inc. to be filed with your office, along with a check in the amount of \$131.25 to be applied as follows:

\$ 35.00	filing fee
\$ 52.50	certified copy
\$ 35.00	registered agent designation
\$ 8.75	certificate of status

\$131.25	

If you should have any questions or require additional information, please do not hesitate to contact our office.

Thank you for your assistance in this regard.

Laura GAVE
AUTHORIZATION BY PHONE TO
CORRECT holding, art
DATE 11/2/98
DOC. EXAM 11A

Sincerely,

Laura Pippin
Laura Pippin

FILED
98 OCT 30 PM 4: 26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Attachments: as stated

11/2/98

EFFECTIVE DATE
10/29/98

ARTICLES OF INCORPORATION OF

C & S HOLDINGS OF BAY, INC.

TO: The Secretary of State for the State of Florida,
Tallahassee, Florida

The undersigned incorporator, being a natural person of full legal age, hereby presents these Articles of Incorporation under Title XXXVI, Chapter 607, of the Florida Statutes.

Article I

NAME

Bay, Inc.

The name of the Corporation is "C & S Holdings of/ (hereinafter the "Corporation").

Article II

DURATION

The period of duration of the Corporation is perpetual.

Article III

NATURE OF BUSINESS

The purposes for which the Corporation is organized, which shall continue to be the purposes of the Corporation until and if the same shall be amended pursuant to the provisions of the Florida General Corporation Act, and which shall include the authority of the Corporation to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

Article IV

DATE OF EXISTENCE

The date when the corporate existence of the Corporation shall begin is at the time of subscription and acknowledgment of these Articles of Incorporation, that is October 29, 1998.

FILED
98 OCT 30 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article V

CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is five hundred (500) shares of Common Stock, each share having a par value of one dollar (\$1.00), such common stock being all of one class and bearing one vote per share which vote shall be noncumulative.

Article VI

SHAREHOLDER RIGHTS

The Board of Directors of the Corporation is hereby expressly granted full authority to fix and determine the preferences, qualifications, limitations, restrictions, and special and relative rights of the shares issued in accordance with the laws of the State of Florida by resolution; provided, however, that any actions taken by the Board of Directors shall be in accordance with duly adopted By-Laws of the Corporation.

Article VII

REGULATION OF INTERNAL AFFAIRS

The provisions for the regulation of the internal affairs of the Corporation are by duly adopted By-Laws.

Article VIII

ADDRESS AND REGISTERED AGENT

The name of the registered agent of the Corporation and the address of the registered office of the Corporation are:

David B. McDaniel
1002 W. 23rd Street
Suite 400
Panama City, FL 32405

The address where the Corporation conducts its principal business is:

1002 W. 23rd Street
Suite 400
Panama City, FL 32405

Article IX

DIRECTORS

The number of Directors constituting the Board of Directors of the Corporation shall be as set forth in the By-Laws of the Corporation. At the organizational meeting, and at each annual meeting of shareholders of the Corporation, the number of persons who shall be elected to serve as Directors shall be determined in accordance with the By-Laws of the Corporation. The number of Directors may be increased or decreased from time to time as provided in the Corporation's By-Laws.

Article X

CONTRACTS

No contract or other transaction between the Corporation and any other corporation shall be affected by the fact that any Director of this Corporation is interested in, or is a director or officer of, such other corporation; and any Director individually or jointly, may be a party to, or may be interested in, any contract or transaction of this Corporation or in which this Corporation is interested; and no contract or other transaction of this Corporation with any person, firm, or corporation shall be affected by the fact that any Director of this Corporation is a party in any way connected with such person, firm, or corporation; and every person who may become a Director of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm, association, or corporation in which he may be in any interested.

Article XI

INDEMNIFICATION

Each Director and Officer or former Director or Officer of the Corporation, or any person who may have served at the request of the Corporation as a director or officer of another corporation in which this Corporation owns shares of capital stock or of which it is a creditor

(including in each case their respective executors and administrators), shall be indemnified by the Corporation against liabilities, fines, penalties and claims imposed upon or asserted against him (including amounts paid in settlement) by reason of having been such a Director or Officer, whether or not then continuing so to be, and against all expenses (including counsel fees) reasonably incurred by him in connection therewith, except in relation to matters as to which he shall have been fully adjudged by a court of competent jurisdiction to be liable by reason of having been guilty of gross negligence or willful misconduct in the performance of his duty as such Director or Officer. In the event of a settlement, the indemnification shall be made only upon approval by the court having jurisdiction or upon determination by the Board of Directors that such settlement was (or, if still to be made, is) in the best interests of the Corporation. If the determination is to be made by the Board of Directors, it may rely as to all questions of law on the advice of the general counsel of the Corporation, if such counsel is not involved therein (or, if involved then on the advice of independent counsel). The right of indemnification hereby provided shall be in addition to any other rights to which any Director or Officer may be entitled.


Article XII

INCORPORATOR

The name and address of the incorporator is:

David B. McDaniel
1002 W. 23rd Street
Suite 400
Panama City, FL 32405

Dated: 10-29-98



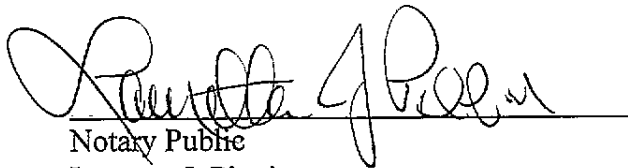
David B. McDaniel [SEAL]
Incorporator

STATE OF FLORIDA
COUNTY OF BAY

I, Laretta J. Pippin, a Notary Public in and for the State of Florida, do hereby certify that David B. McDaniel, a party to Articles of Incorporation bearing date on the 29 day of Oct, 1998, and hereto annexed, personally appeared before me in said Panama City, Florida, the said David B. McDaniel, being personally well known to me as the person who executed the said Articles of Incorporation and acknowledged the same to be his act and deed.

Given under my hand and seal this 29 day of Oct, 1998.

LAURETTA J. PIPPIN
Notary Public - State of Florida
My Commission Expires Aug. 27, 2000
Commission No. CC 580056


Notary Public
Laretta J. Pippin
My Commission Expires:
(Notary Seal)

Certificate Designating Place of Business or Domicile
for the Service of Process within Florida
Naming Agent upon whom Process may be Served

In Compliance with Section 607.0501, Florida Statutes, the following is submitted:

DESIGNATION:

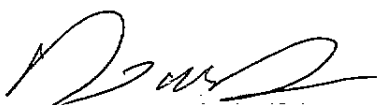
Bay, Inc.

C & S Holdings of/ desiring to organize under the laws of the State of Florida, with its principal place of business at 1002 W. 23rd Street, Suite 400, Panama City, FL 32405, has named David B. McDaniel whose address is 1002 W. 23rd Street, Suite 400, Panama City, FL 32405, as its agent to accept service of process within Florida.

ACCEPTANCE:

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

Dated: 10-29-98



David B. McDaniel

FILED
98 OCT 30 PM 4:26
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA