P98000094736

BAY ATLANTIC FINANCIAL CORPORATION

18526 Sweetbay Lane

P.O. Box 1761

Dade City FL 33523

Telephone: (352) 588-4808

Fax: (352) 588-4589

November 4, 1998

Secretary of State FEDERAL EXPRESS to 409 East Gaines Street Tallahassee FL 32399 100002682111--5 -11/06/98--01054--006 *****122.50 ******78.75

Re: Incorporation

Enclosed is an original and one copy of Articles of Incorporation which includes acceptance of designation by registered agent.

My check in the amount of \$122.50 is enclosed to cover your fees.

Please return one certified copy of the Articles with your Certificate of Incorporation to my Post Office Box 1761, Dade City FL 33526-1761.

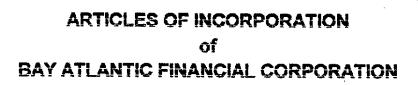
Respectfully,

Jeffrey K. Wood

Enclosures (Articcick)

NOV -6 PM 2: 02

Ch 26



Having been named registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating

to the proper and complete performance of my duties and am familiar with and accept the obligations of my position as registered agent.

DATED: November 4, 1998

SIGNED

Registered Agent

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SECRETARY OF STAT

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DATED: November 4, 1998

SIGNED

Registered Agent