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February 2, 1999

FILED
99 FEB -4 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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EFFECTIVE DATE
2-3-99

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02/05/99-01006-DIT3
*****78.75 *****78.75

via certified mail.
return receipt requested

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Re: BAY AREA REAL PROPERTY, INC. / Articles of Incorporation

Dear Sir or Madam:

On behalf of our client, BAY AREA REAL PROPERTY, INC., enclosed are an original and one copy of its Articles of Incorporation, together with our firm check in the amount of \$78.75 in payment of the following charges:

1.	Filing Fee for Articles of Incorporation	\$35.00
2.	Certified copy of Articles of Incorporation	35.00
3.	Registered Agent Fee	<u>8.75</u>
Total		\$78.75

Please file the original Articles of Incorporation and the certificate designating Registered Agent and return to me a certified copy of the Articles as filed. Thank you.

If you have any questions, please feel free to give me a call.

Sincerely,

Brenda K. Holland

Brenda K. Holland
Legal Assistant

/bkh
Enclosures
169520.1

P. Hall

FEB - 8 1999

ARTICLES OF INCORPORATION
OF
BAY AREA REAL PROPERTY, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of the captioned corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

EFFECTIVE DATE
2-3-99

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is BAY AREA REAL PROPERTY, INC., and its principal office and mailing address is 440 S. 78TH Street, Tampa, FL 33619.

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on the date of subscription and acknowledgment of the Articles of Incorporation.

ARTICLE III

General Nature of Business

The corporation may transact any lawful business for which corporations may be incorporated under Florida law.

ARTICLE IV

Capital Stock

The aggregate number of shares of stock authorized to be issued by this corporation shall be 150 shares of common stock, each with a par value of \$1.00. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

ARTICLE V

First Right of Refusal

If a shareholder desires to sell, pledge, encumber, or otherwise transfer any interest in capital stock, then the shareholder shall give written notice to the corporation of the fact that the shareholder desires to sell, pledge, encumber, or otherwise transfer the capital stock (the "Notice"). Receipt of the Notice shall confer upon the corporation an option to purchase such shares. Within thirty (30) days of receipt of the Notice, the corporation shall notify the shareholder in writing that the corporation either:

- a. Approves the shareholder selling, pledging, encumbering, or otherwise transferring the shares; or
- b. Elects to (i) purchase the shares, in the case of an offer to sell the capital stock to a third party (a "Third Party Offer"), at the lesser of ninety percent (90%) of the fair

market value of the capital stock, as determined by the corporation's independent certified public accountant, or on the same terms and conditions as the Third Party Offer, or (2) purchase the shares, in a case not involving a Third Party Offer, at ninety percent (90%) of the fair market value of the capital stock, as determined by the corporation's independent certified public accountant.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 440 S. 78th Street, Tampa, FL 33619, and the initial registered agent of the corporation at such address is Charles Shupe.

ARTICLE VII

Incorporator

The name and address of the corporation's incorporator is:

<u>Name</u>	<u>Address</u>
Brenda K. Holland	220 South Franklin Street Tampa, Florida 33602

ARTICLE VIII

By-Laws

The power to adopt the by-laws shall be vested in the Board of Directors. The power to alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

ARTICLE IX

Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in §607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by §607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 3rd day of February, 1999.


Brenda K. Holland

167491.1

**CERTIFICATE DESIGNATING
REGISTERED AGENT**

Pursuant to the provisions of §§48.091 and 607.0501, Florida Statutes, BAY AREA REAL PROPERTY, INC., desiring to organize under the laws of the State of Florida, hereby designates Charles Shupe, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 440 S. 78th Street, Tampa, Florida 33619, the business office of its Registered Agent, as its Registered Office.

BAY AREA REAL PROPERTY, INC.

By Brenda K. Holland
Brenda K. Holland, Incorporator

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.

Charles Shupe
Charles Shupe

167491.1

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TALLAHASSEE, FLORIDA