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March 25, 1999

FILED
MAR 29 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

RE: Bay Systems Engineering, Inc.
Our File No. 121.1

800002822488-1
-03/29/99--01135--011
122.50 *78.75

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation of the above referenced corporation, together with the Acceptance of Resident Agent and our client's check no. 5994 in the amount of \$122.50 to cover the following costs:

Filing Fees	\$ 35.00
Registered Agent Designation	\$ 35.00
Certified Copy	\$ 52.50
	\$122.50

Please file these Articles upon receipt and return a certified copy to us.

Thank you for your assistance with this matter. If there are any questions, please do not hesitate to give me a call

Sincerely,

ALBERT J. STOPKA, III, P.A.

Mary Boyd
Mary Boyd, Legal Assistant to
Albert J. Stopka, III

AJS/mab
Enclosure(s)

Handwritten initials/signature

ARTICLES OF INCORPORATION
OF
BAY SYSTEMS ENGINEERING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME AND ADDRESS

The name of this corporation is BAY SYSTEMS ENGINEERING, INC. and the street address of the initial principal office is 233 Pineridge Drive, Panama City, Florida 32405.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value of common stock, which shall be designated "Common Shares".

ARTICLE IV - REGISTERED AGENT AND OFFICE ADDRESS

The name of the initial registered agent is Albert J. Stopka, III, whose street address is 108 Mosley Drive, Lynn Haven, Florida 32444.

ARTICLE V - MANAGEMENT BY SHAREHOLDERS

The business of this corporation shall be managed by its shareholders rather than a Board of Directors. In the management of the business of this corporation, the act of the shareholders representing the majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the shareholders, except as otherwise provided for in any Shareholders' Agreement entered into. Each shareholder shall be entitled to one vote in person, or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the shareholders for the management of the business corporation.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

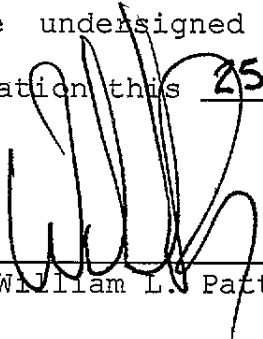
ARTICLE VIII - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE IX - INCORPORATOR

The name of the person signing these Articles is William L. Patterson, Jr., whose address is 233 Pineridge Drive, Panama City, Florida 32405.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25TH day of March, 1999.

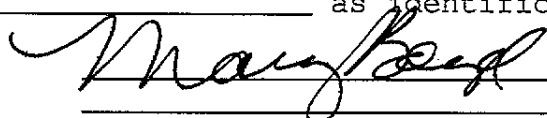


William L. Patterson, Jr.

STATE OF FLORIDA
COUNTY OF BAY

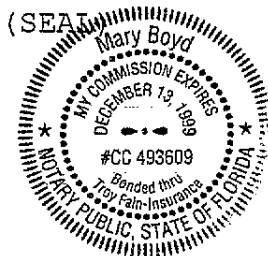
The foregoing Articles of Incorporation of BAY SYSTEMS ENGINEERING, INC. was acknowledged before me this 25th day of March, 1999, by William L. Patterson, Jr., who: (notary must check applicable box)

- is personally known to me.
- produced a current Florida driver's license as identification.
- produced _____ as identification



(Print Name)

Notary Public
Commission # CC 493609
My Commission Expires: 12-13-99



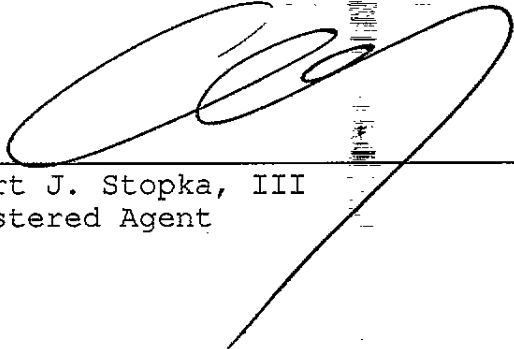
ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

OF

BAY SYSTEMS ENGINEERING, INC.

Having been named to accept service of process for the above-named corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.

Dated this 25th day of March, 1999.



Albert J. Stopka, III
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA