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August 16, 1999

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

Dear Sir:

900002965529--8
-08/20/99--01062--006
*****78.75 *****78.75

RE: **BAYSIDE TECHNOLOGIES, INC.**

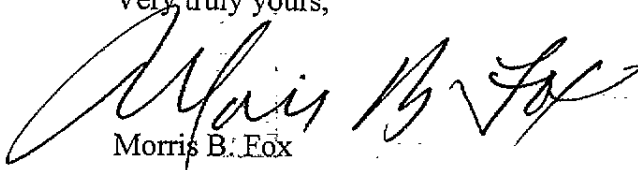
Our firm represents the above named corporation which is requesting a charter from the State of Florida in order to start business as a Corporation in Florida.

Enclosed are the following papers, together with our check:

- a. Original and copy of Articles of Incorporation for filing and approval by your office.
- b. Certificate of Registered Agent.
- c. Check to cover fees and costs in the amount of \$78.75.

Please return certified copy as soon as possible.

Very truly yours,



Morris B. Fox

MBF:tas
Enc.
cc: client

FILED
99 AUG 20 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4
T BROWN AUG 25 1999

ARTICLES OF INCORPORATION

THE UNDERSIGNED acting as Incorporator of a corporation under the Florida General Corporation Act hereby associate themselves together to form a corporation for profit and adopt the following Articles of Incorporation for such corporation.

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99 AUG 20 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: Name

The name of this corporation is:

BAYSIDE TECHNOLOGIES, INC.

ARTICLE II: Duration

The period of its duration is perpetual unless dissolved by action of law.

ARTICLE III: Purpose

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV: Capital Stock

The amount of the total authorized stock of the corporation shall be 1000 shares of common stock having a par value of \$1.00 per share fully paid and non assessable. Stock may be issued by cash, property, labor services or good will, as may be determined by the Board of Directors. There will only be one class of stock, common stock, issued with full voting powers. No other class of stock will be issued. There will be no preemptive rights for any stockholder.

ARTICLE V: Initial Registered Office and Agent

The name and address of the initial registered agent and office of this corporation are as follows:

JOHN R. FRALEY

725 San Carlos Drive
Fort Myers Beach, FL 33931

The mailing address and office of the corporation is the same.

ARTICLE VI: Initial Board of Directors

The corporation shall have two directors initially. The number of directors may be either decreased or increased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial directors of this corporation are:

JOHN R. FRALEY

725 San Carlos Drive
Fort Myers Beach, FL 33931

VIRGINIA D. FRALEY

725 San Carlos Drive
Fort Myers Beach, FL 33931

ARTICLE VII: Initial Officers

Name	Address	Title-Office:
JOHN R. FRALEY	725 San Carlos Drive Fort Myers Beach, FL 33931	President Treasurer
VIRGINIA D. FRALEY	725 San Carlos Drive Fort Myers Beach, FL 33931	Vice President Secretary

ARTICLE VIII: Incorporators

The name and address of the Incorporator signing these Articles of Incorporation are:

Name	Address
JOHN R. FRALEY	725 San Carlos Drive Fort Myers Beach, FL 33931

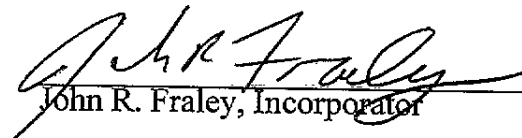
ARTICLE IX: Indemnification

The corporation may be empowered to indemnify any officer or director or any former officer or director in the manner set out and pursuant to the provisions of Section 607.14 of the Florida Statutes, as amended.

ARTICLE X: Amendment of Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stockholders.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 17 day of August, 1999.


John R. Fraley, Incorporator

STATE OF FLORIDA)
COUNTY OF LEE)

BEFORE ME, the undersigned authority personally appeared JOHN R. FRALEY, (☒) who is personally known to me, OR () who provided _____ as identification, and who did not take an oath; to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 17th day of August, 1999.

My Commission Expires:

(SEAL)



Trina Shandrowski
MY COMMISSION # CC718809 EXPIRES
February 22, 2002
BONDED THRU TROY FANT INSURANCE, INC.

Trina Shandrowski
Notary Public Signature
TRINA SHANDROWSKI
Print Notary Name

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 48.091, Florida Statutes, the following is submitted:

FIRST: That **BAYSIDE TECHNOLOGIES, INC.** desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 725 San Carlos Drive, Fort Myers Beach, Florida 33931, the City of Fort Myers, County of Lee, State of Florida, has named JOHN R. FRALEY, located at 725 San Carlos Drive, Fort Myers Beach, Florida 33931, State of Florida, as its agent to accept service of process within Florida.

John R. Fraley
Corporate Officer
PRESIDENT
Title
8/17/99
Date

99 AUG 20 PM 1:20
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 provisions of all statutes relative to the proper and complete performance of my duties.

John R. Fraley
Registered Agent
8/17/99
Date