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GOUZE & ASSOCIATES, P.A.

NationsBank Tower
200 Central Avenue
Suite 2210
St. Petersburg, FL 33701

Phone: (727) 823-0997

Fax: (727) 823-6991

Catherine E. Gouze

October 12, 1999

VIA FEDEX

Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32399

300003013603--7
-10/13/99-01043-004
*****78.75 *****78.75

RE: Incorporation of BAYWALK II, INC.

Dear Sir/Madam:

Enclosed herewith please find our firm's check in the amount of \$78.75 to cover incorporation and certificate of "BAYWALK II, INC." I have enclosed an original and copy of the Articles of Incorporation, and Acceptance of Registered Agent.

Please return to me at your earliest convenience. If you have any questions, please call.

Sincerely,

Catherine E. Gouze

Catherine E. Gouze

ceg/mg
Enclosures

FILED
99 OCT 13 AM 7:51
SECRETARY OF STATE
TALLAHASSEE, FL 32399

1019

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99 OCT 13 AM 7:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BAYWALK II, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: BAYWALK II, INC.
The address of the principal office of this corporation shall be 430 3rd Avenue N., St. Petersburg, FL 33701, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 430 3rd Avenue N., St. Petersburg, Florida 33701, and the name of the initial registered agent of the corporation at that address is Bragg Crane.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Bragg Crane	2032 Massachusetts Avenue NE
President	St. Petersburg, FL 33703

Ken Ruddock	5002 Swallow Drive
Secretary/Treasurer	Land O' Lakes, FL 34639

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Bragg Crane
2032 Massachusetts Avenue NE
St. Petersburg, FL 33712

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on October 12TH, 1999.


BRAGG CRANE

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

BRAGG CRANE, an individual residing in this state having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of BAYWALK II, INC. is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



BRAGG CRANE

Dated: _____

10-12-99

FILED
99 OCT 13 AM 7:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA