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February 22, 2000

John E. Baker III
3436 Donoso Court
Naples, FL 34109

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-02/25/00--01053--011
*****70.00 *****70.00

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Subject: Incorporation for Profit
Section 607.0120

Attached are the Articles of Incorporation for "The Baker
Real Estate Team, Inc.," to be recorded by the State of
Florida. Please return a copy of these articles to John
E. Baker, 3436 Donoso Court, Naples, FL 34109. Attached
is Check # 2942 for Seventy Dollars for the filing and
registration fees.

Questions relative to the corporation may be directed to
John E. Baker, 3436 Donoso Court, Naples, FL 34109 or mail
to the address indicated.

Thank you,

John E. Baker III

John E. Baker III

Incls:
Articles of Incorporation
Check # 2942

FILED
00 FEB 25 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
02-01-00

83/6

ARTICLES OF INCORPORATION
OF

The Baker Real Estate Team Inc.

FILED
00 FEB 25 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned for the purpose of forming a corporation for profit under the provisions of Chapter 607.0202, Florida Statutes, and hereby accepts all the rights, privileges, benefits and obligations conferred and imposed by said law on Corporations pursuant to the provisions thereof, and do hereby make, subscribe, certify, and acknowledge and file these Articles of Incorporation.

ARTICLE I - CORPORATE NAME

The name of this corporation is:

THE BAKER REAL ESTATE TEAM, INC.

ARTICLE II - DURATION

EFFECTIVE DATE
03-01-00

The term of existence of the corporation is perpetual, and shall be deemed to have commenced its existence on March 1, 2000.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The Aggregate number of shares which the corporation has authority to issue is One Thousand (1000) all of which shall be common shares with a par value of \$ 1.00. The consideration for the issuance of shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor of services actually performed for the corporation.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the initial principal office of the corporation is 3436 Donoso Court, Naples, FL 34109 and the name of the initial registered agent is John E. Baker, 3436 Donoso Court, Naples, FL 34109.

ARTICLE VI - DIRECTORS

The corporation shall be authorized to conduct business with two directors (2); however, the maximum number of directors at any time shall not exceed ten (10) in number, and the beginning number of directors shall be two (2) in number, which number may be changed at any special or general meeting of the stockholders.

The names and addresses of the first board of directors are:

NAME	ADDRESS
John E. Baker III	3436 Donoso Court, Naples, FL 34109
Helen A. Baker	3436 Donoso Court, Naples, FL 34109

ARTICLE VII - INCORPORATOR

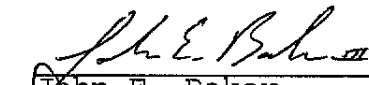
The names and addresses of the Incorporators are:

NAME	ADDRESS
John E. Baker III	3436 Donoso Court, Naples, FL 34109
Helen A. Baker	3436 Donoso Court, Naples, FL 34109

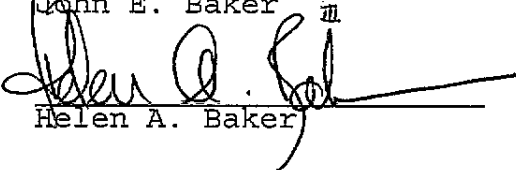
ARTICLE VIII - BYLAWS

The bylaws of the corporation are to be made, altered, or rescinded by a majority vote of the stockholders of the corporation at either an annual or special meeting that may be called pursuant to the bylaws of the corporation. At any such meeting, for the purpose of making, altering, or rescinding by laws, there must be approval of such action by fifty-one (51%) percent of the stock holders of the corporation.

In witness whereof, we have executed the foregoing Articles of Incorporation on the 1st day of March, 2000.



John E. Baker III



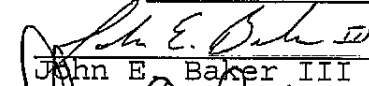
Helen A. Baker

APPOINTMENT OF INITIAL REGISTERED AGENT

The Baker Real Estate Team, Inc., a corporation organizing under the laws of the State of Florida, with its principal place of business at 3436 Donoso Court, Naples, FL 34109, has named John E. Baker III, 3436 Donoso Court, Naples, Florida 34109, its initial registered agent to accept service of process within the State of Florida.

Dated

2/22/2000


John E. Baker III


Helen A. Baker

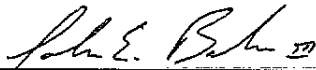
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00FEB25 PM 3:26

FILED

ACCEPTANCE

I agree, as Initial Registered Agent, to accept Service of Process; to keep the office open during prescribed hours; to post my name in some conspicuous place in the office as is required by law.


John E. Baker III
Registered Agent

STATE OF FLORIDA

COUNTY OF COLLIER

I hereby certify that on this day, before me, a Notary Public, duly authorized in the State and County aforesaid to take acknowledgements, personally appeared John E. Baker and Helen A. Baker to me known to be the persons described as Incorporators of and who executed the foregoing Articles of incorporation and acknowledged they executed the same for the purposes therein contained.

WITNESS MY HAND and Official Seal in the County and State last aforesaid the 22ND day of FEBRUARY, 1999.

