

103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

**P00000076226**

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: CINDY HICKS

DATE: 08-11-00

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-08/11/00--01005--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

REF. #: 0150.12723

CORP. NAME: Baleen Associates, Inc

- ARTICLES OF INCORPORATION
- ARTICLES OF AMENDMENT
- ARTICLES OF DISSOLUTION
- ANNUAL REPORT
- TRADEMARK/SERVICE MARK
- FICTITIOUS NAME
- FOREIGN QUALIFICATION
- LIMITED PARTNERSHIP
- LIMITED LIABILITY
- REINSTATEMENT
- MERGER
- WITHDRAWAL
- CERTIFICATE OF CANCELLATION
- UCC-1
- UCC-3
- OTHER:

RECEIVED  
AUG 11 7:11:05  
TALLAHASSEE, FLORIDA  
STATE DIVISION OF CORPORATION

STATE FEES PREPAID WITH CHECK# 8547 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- CERTIFIED COPY
- CERTIFICATE OF GOOD STANDING
- CERTIFICATE OF STATUS
- PLAIN STAMPED COPY

Examiner's Initials \_\_\_\_\_

RECEIVED  
AUG 11 AM 9:57  
DIVISION OF CORPORATION  
T. SMITH AUG 11 2000

**ARTICLES OF INCORPORATION**

**OF**

**BALEEN ASSOCIATES, INC.**

**ARTICLE I**

The name of the corporation is BALEEN ASSOCIATES, INC. (hereinafter called the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 1870 S. Bayshore Drive, Miami, Florida 33133.

**ARTICLE III**

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than fifty (50) percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office is 1870 S. Bayshore Drive, City of Miami, County of Miami-Dade, State of Florida 33133 and the name of its initial registered agent at such office is Lawrence Rothstein.

**ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one (1) director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is two (2), and the name and address of the members of the initial Board of Directors, who will serve as the Corporation's director until a successor is duly elected and qualified are:

SECRETARY  
TALLAHASSEE, FLORIDA  
00 AUG 11 AM 11:05

FILED

Lawrence Rothstein  
1870 S. Bayshore Drive  
Miami, Florida 33133

Maurice Wiener  
1870 S. Bayshore Drive  
Miami, Florida 33133

50 000 11 AM 11-05  
MAY 11 2000

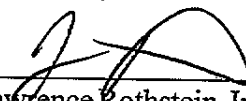
**ARTICLE VII**

The name of the Incorporator is Lawrence Rothstein and the address of the Incorporator is 1870 S. Bayshore Drive, Miami, Florida 33133.

**ARTICLE VIII**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 9 day of August, 2000.

  
\_\_\_\_\_  
Lawrence Rothstein, Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of BALEEN ASSOCIATES, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

  
\_\_\_\_\_  
Lawrence Rothstein, Registered Agent

Dated: August 9, 2000