

FOWLER, WHITE, GILLEN, BOGGS, VILLAREAL AND BANKER, P.A.

ATTORNEYS AT LAW

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FILED
99 MAR 10 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P99000023876
March 9, 1999

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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****122.50 ****78.75

RE: Bakeland, Inc.

Dear Sir/Madam:

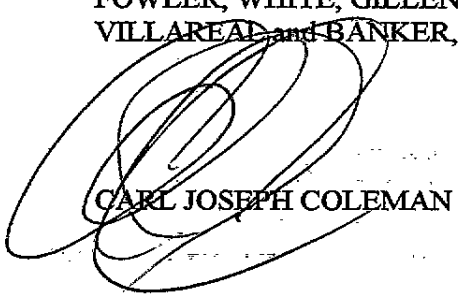
Enclosed is the original and one copy of the proposed Articles of Incorporation for the above-mentioned corporation. Please approve and file the original and certify the copy, and return the certified copy to me. Also, I have enclosed the Certificate designating the Resident Agent for the corporation. Additionally, enclosed is my firm check made payable to Secretary of State for charges as follows:

Filing Fee	\$ 35.00
Certified Copy	52.50
Filing Resident Agent Certificate	<u>35.00</u>
Total	\$122.50

Please advise if anything further is required. Thank you for your assistance in this matter.

Sincerely yours,

FOWLER, WHITE, GILLEN, BOGGS,
VILLAREAL and BANKER, P.A.


CARL JOSEPH COLEMAN

CJC/lr
Enclosures as stated

SHARON

MAR 16 1999

ARTICLES OF INCORPORATION

OF

BAKELAND, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the "Florida Business Corporation Act," does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is: BAKELAND, INC.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

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

ARTICLE IV

The street address of the initial registered agent of the corporation is 2201 Second Street, 5th Floor, Fort Myers, Florida 33901 and the name of the initial registered agent of the corporation at that address is Carl Joseph Coleman, Esquire. The officers may from time to time select and so communicate by appropriate notice to the Department of State, another registered office or registered agent or both.

ARTICLE V

The aggregate number of shares which the corporation has authority to issue is one thousand (1000), all of which shares are of the same class and are designated "Common Shares"; the par value of each such share is one dollar (\$1.00). The corporation elects to have preemptive rights.

ARTICLE VI

The name and address of the incorporator is:

AMIKAM GROSMAN

2450 Viscount Row

Orlando, Florida 32809

ARTICLE VII

The number of directors to comprise the initial Board of Directors shall be two (2). Thereafter the number of directors shall be fixed by, or in the manner provided in, the bylaws of the corporation. The names and address of the initial directors of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Amikam Grossman	2450 Viscount Row Orlando, Florida 32809
Shachar Grossman	2450 Viscount Row Orlando, Florida 32809

ARTICLE VIII

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE IX

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders, except the Preemptive Rights created in Article V, is subject to this reservation.

ARTICLE X

The corporation shall indemnify any officer and/or director, or any former officer and/or director to the full extent of the law.

ARTICLE XI

The mailing address for the corporation is 2450 Viscount Row, Orlando, Florida 32809.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 5 day of March, 1999.

A. Grosman
AMIKAM GROSMAN

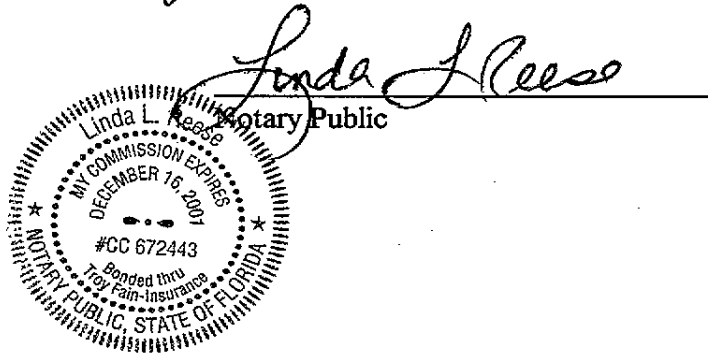
STATE OF FLORIDA

COUNTY OF LEE

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared AMIKAM GROSMAN, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 5th day of March, 1999.

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED**

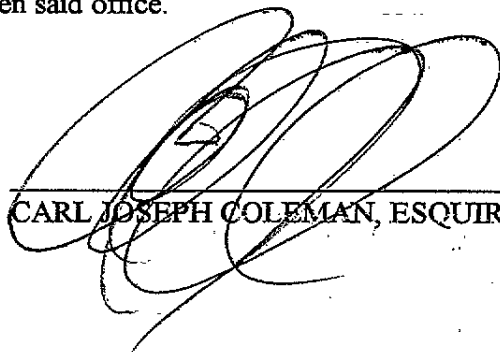
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

THAT BAKELAND, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Fort Myers, County of Lee, State of Florida, has named CARL JOSEPH COLEMAN, ESQUIRE, located at 2201 Second Street, 5th Floor, Fort Myers, Florida 33901, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process of the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



CARL JOSEPH COLEMAN, ESQUIRE