



THE UNITED STATES
CORPORATION
COMPANY

A00000001310

ACCOUNT NO. : 072100000032

REFERENCE : 806406 11051A

AUTHORIZATION :

COST LIMIT : \$ 140.00

FILED
DIVISION OF CORPORATIONS
00 AUG 22 PM 3:38

ORDER DATE : August 22, 2000

ORDER TIME : 11:10 AM

ORDER NO. : 806406-010

CUSTOMER NO: 11051A

CUSTOMER: Betsy Courant, Legal Asst
Hunt Cook Riggs Mehr & Miller,
Pa
Suite 401
2200 Corporate Boulevard N.w.
Boca Raton, FL 33431

File
Second

DOMESTIC FILING

NAME: BAKER CHILDREN GROUP, LTD.

EFFECTIVE DATE:

200003367512--3

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1169

EXAMINER'S INITIALS:

8/22
DIVISION OF CORPORATIONS
00 AUG 22 PM 12:41
RECEIVED

**CERTIFICATE OF LIMITED PARTNERSHIP OF
BAKER CHILDREN GROUP, LTD.**

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DIVISION OF CORPORATIONS
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The undersigned General Partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620.108 of Florida Statutes, hereby states the following:

1. The name of the Partnership is BAKER CHILDREN GROUP, LTD.
2. The address of the office of the Partnership is 10475 Caine Circle, Delray Beach, Florida 33446., and the mailing address shall be the same.
3. The name and address of the agent for service of process on the Partnership is HCRM Corp., 2200 Corporate Boulevard NW, Suite 401, Boca Raton, Florida 33431.
4. The name and business address of the corporate General Partner is as follows:

BAKER CHILDREN GROUP, INC.,
a Florida corporation
3799 Red Maple Circle
Delray Beach, Florida 33445.

PO0000079288
5. The mailing address of the Partnership is: 10475 Caine Circle, Delray Beach, Florida 33446.
6. The latest date upon which the Partnership shall dissolve is December 31, 2050.
7. The effective date of this Certificate of Limited Partnership shall be upon filing with the Department of State.
8. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest shall be executed in the Partnership name by (a) MICHAEL H. BAKER, as President of BAKER CHILDREN GROUP, INC., a Florida corporation, as the General Partner of BAKER CHILDREN GROUP, LTD. or (b) an authorized corporate officer, of BAKER CHILDREN GROUP, INC., a Florida corporation, as General Partner of BAKER CHILDREN GROUP, LTD.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by
the General Partner of BAKER CHILDREN GROUP, LTD. this 21st day of August, 2000.

GENERAL PARTNER

BAKER CHILDREN GROUP, INC., a
Florida corporation

By: Joseph R. Cook
Joseph R. Cook, Vice-President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for BAKER CHILDREN GROUP, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of Registered Agent.

REGISTERED AGENT

HRCM Corp.

By: Joseph R. Cook
JOSEPH R. COOK, Vice-President

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared JOSEPH R. COOK, as Vice-President of BAKER CHILDREN GROUP, INC., a Florida corporation, which is the General Partner of BAKER CHILDREN GROUP, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", 10475 Caine Circle, Delray Beach, Florida 33446, who upon being fully sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by each Limited Partner is as follows:

Michael H. Baker	\$990.00
10475 Caine Circle	
Delray Beach, Florida 33446	

Total	\$ 990.00
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2. The amount of additional capital contributions anticipated to be contributed by each Limited Partner is as follows:

Michael H. Baker	\$-0-
10475 Caine Circle	
Delray Beach, Florida 33446	

Total	\$-0-
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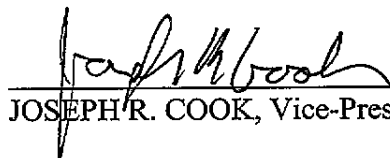
FURTHER AFFIANT SAITH NAUGHT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

GENERAL PARTNER:


BAKER CHILDREN GROUP, INC., a Florida corporation

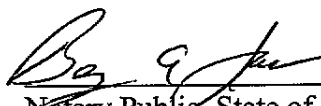
By:


JOSEPH R. COOK, Vice-President

Dated: August 21, 2000

The foregoing instrument was acknowledged before me this 21st day of August, 2000, by JOSEPH R. COOK, as Vice-President of BAKER CHILDREN GROUP, INC., a Florida corporation, the General Partner of the Partnership, who is personally known to me or has produced as identification.

 Benjamin A. Jablow
My Commission CC760191
Expires September 21, 2002


Notary Public, State of Florida
at Large

Benjamin A. Jablow
Print/Type or Stamp Notary Name
Commission No. (if any) _____

My Commission Expires: