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LAW OFFICES
IAN J. LYLEN, P.A.

1925 BRICKELL AVENUE

SUITE D-207

MIAMI, FLORIDA 33129

TELEPHONE (305) 856-0444

FAX (305) 856-8056

June 7, 2000

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

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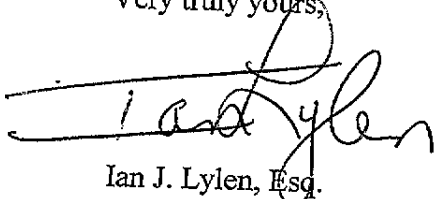
*****78.75 *****78.75

Re: baker's Art, Inc.

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation and a check made payable to the Secretary of State in the amount of \$78.75. Please return a stamped copy of the articles once they have been filed.

Thank you for your assistance.

Very truly yours,



Ian J. Lyle, Esq.
IL/lc
Encls.

FILED
00 JUN -9 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch JUN 15 2000

ARTICLES OF INCORPORATION

OF

BAKER'S ART, INC.

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I.

Name

The name of this corporation shall be baker's Art, Inc.

ARTICLE II.

Address of Corporation

The mailing address and principal office location of the Corporation shall be:

1925 Brickell Ave., D-207
Miami, FL 33129

ARTICLE III.

Nature of Business

The general nature of the business and the activity to be transacted and carried on by this Corporation, is to carry on any and all lawful business operations.

ARTICLE IV.

Stock

The designation of shares, the authorized number of shares, and the par value of the capital stock of the Corporations shall be as follows:

<u>Designation of Class</u>	<u>Number of Shares</u>	<u>Par Value Per Share</u>
Common Stock	1000	\$.10 Par

The holders of the Common Stock shall have voting rights of one vote per share, except as otherwise provided by applicable law.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V.
Incorporator

The name and street address of the Incorporator of this Corporation, is as follows:

Ian J. Lylen
1925 Brickell Ave., D-207
Miami, FL 33129

ARTICLE VI.
Term of Corporate Existence

This Corporation shall exist perpetually, unless dissolved according to law.

ARTICLE VII.

Address of Registered Office and Registered Agent

The street/mailling address of the initial registered office of this Corporation in the State of Florida shall be 1925 Brickell Avenue, Suite D-207, Miami, Florida, 33129. The name of the initial registered agent of the Corporation at the above address shall be Ian J. Lylen, Esquire. The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

ARTICLE VIII.
Number of Directors

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

ARTICLE IX.
Initial Board of Directors

The names and street addresses of the member of the initial Board of Directors of this Corporation, who shall hold office until the first annual meeting of shareholders, and thereafter until his successors are elected, is as follows:

Ian J. Lylen
1925 Brickell Ave., D-207
Miami, FL 33129

ARTICLE X.

Officers

The Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office.

ARTICLE XI.

By-Laws

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

ARTICLE XII.

Indemnification of Directors and Officers

The Corporation shall indemnify any employee, Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding to the fullest extent permitted by law.

ARTICLE XIII.

Financial Information

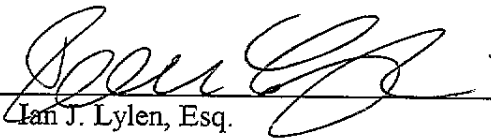
The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its shareholders. Nor shall the corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each year hereafter unless a resolution to the contrary has been adopted by the shareholders.

ARTICLE XIV.

Amendment

These Articles of Incorporation may only be amended by a two thirds vote of the shareholders.

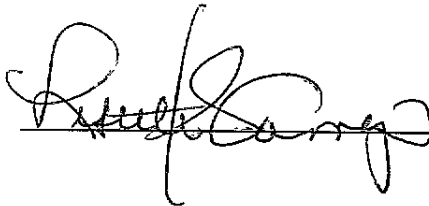
IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation has hereunto set his hand and seal this 2nd day of June, 2000.

 (SEAL)
Ian J. Lylen, Esq.
Incorporator

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this 2nd day of June, 2000, by Ian J. Lylen, Esq., who is personally known to me (YES) (NO) or who produced _____ as identification and who (did) (did not) take an oath.

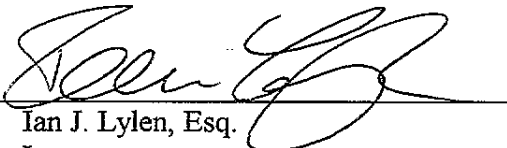




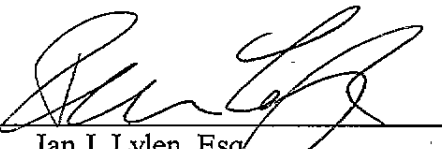
**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes Sections 48.091, 607.0202 and 607.0502 the following is submitted:

baker's Art, Inc., desiring to organize as a corporation under the laws of the State of Florida, has designated 1925 Brickell Avenue, Suite D-207, Miami, Florida, 33129, as its initial Registered Office and has named Ian J. Lylen, Esquire, located at said address, as its initial Registered Agent.

BY: 
Ian J. Lylen, Esq.
Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.

BY: 
Ian J. Lylen, Esq.
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUN -9 .PM 3:59

FILED