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FILED

00 JUL 17 AM 11: 12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

7/11/00

Secretary of State  
Corporate Records Division  
Tallahassee, FL 32304

RE: Baado, Inc.

Dear Sir:

Enclosed herewith please find a check for \$78.75 to cover the following:

Filing Fee , Certified Copy and Resident Agent Designation

Enclosed please find an original and one copy of the Articles of Incorporation. I understand you will return the certified copy of the Charter.

Very truly yours,

  
STANLEY M. MILLER, P.A.

SMM:  
Enclosures

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

*1/4 7/20/00*

ARTICLES OF INCORPORATION  
OF  
Baado, Inc.

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TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is Baado, Inc.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

**ARTICLE III - PURPOSE**

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

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue FIVE THOUSAND (5,000) shares of \$1.00 par value common stock which shall be designated as "Common Shares."

**ARTICLE V - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - CORPORATION PRINCIPAL OFFICE AND INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office and the principal office of this corporation are the same and is "Lot 310 Southern Comfort, 24479 US 19 N, Clearwater, FL 33763", and the name of the initial registered agent of this corporation at that address is Doreen Spaulding.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

The number of directors constituting its initial board of directors is two, whose name(s) and address(es) is(are):

Doreen Spaulding  
Lot 310 Southern Comfort  
24479 US 19 N  
Clearwater, FL 33763

Melvin Bandari  
Lot 310 Southern Comfort  
24479 US 19 N  
Clearwater, FL 33763

**ARTICLE VIII - OFFICERS**

The names and addresses of the initial officers of the corporation are:

Doreen Spaulding -VP/Secy/Treas  
Lot 310 Southern Comfort  
24479 US 19 N  
Clearwater, FL 33763

Melvin Bandari - Pres  
Lot 310 Southern Comfort  
24479 US 19 N  
Clearwater, FL 33763

**ARTICLE IX - INCORPORATOR**

The name and address of the Incorporator signing these articles is:

Doreen Spaulding  
Lot 310 Southern Comfort  
24479 US 19 N  
Clearwater, FL 33763

**ARTICLE X - INDEMNIFICATION**

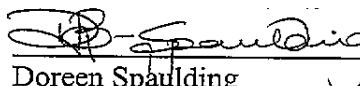
The corporation shall indemnify any Officer or Director, or any former Officer or Director to the full extent permitted by law.

**ARTICLE XI - AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: 07/12/00

  
\_\_\_\_\_  
Doreen Spaulding  
Incorporator

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Doreen Spaulding, known to be and known to me to be the person who executed the foregoing Article of Incorporation, and who acknowledged before me that he/she executed the same and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County last aforesaid, this 12th day of July, 2000.

NOTARY PUBLIC:

Sign  
Print

My Commission Expires:  
Commission Number:



Stanley M. Miller  
Commission # CC 778985  
Expires NOV. 14, 2002  
BONDED THRU  
ATLANTIC BONDING CO., INC.

(Seal)

Personally Known  or Type of Identification Produced FDL

CERTIFICATE DESIGNATING PLACE AND NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED

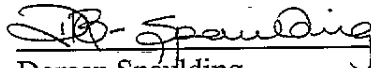
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that Baado, Inc..

Desiring to organize or qualify under the laws of the State of Florida, has named Doreen Spaulding, located at "Lot 310 Southern Comfort, 24479 us 19 n, Clearwater, FL 33763", as its agent to accept service of process within Florida.

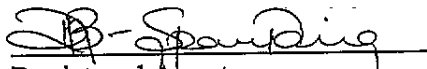
Dated: 07/12/00

  
Doreen Spaulding  
Incorporator

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Dated: 07/02/00

  
Registered Agent