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LAW OFFICES
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23168 VIA STEL
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October 10, 2000

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

100003426681--6
-10/17/00--01005--015
*****70.00 *****70.00

Re: Filing of Articles of Incorporation for **BASSINATOR, INC.**

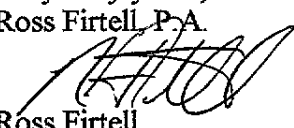
Dear Sir or Madam:

Enclosed herewith for filing please find an original and one copy of the executed Articles of Incorporation and Acceptance of Registered Agent of **BASSINATOR, INC.** Also enclosed is our check payable to the Florida Department of State in the amount of \$70.00 for the filing fee.

Please return our copy of the Articles of Incorporation as filed, to the attention of the undersigned in the enclosed preaddressed envelope.

Should you require any further information in order to proceed, please contact me. Your assistance in this matter is appreciated.

Very truly yours,
Ross Firtell, P.A.


Ross Firtell
For the Firm

FILED
00 OCT 16 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ajc
10/17

ARTICLES OF INCORPORATION
OF

BASSINATOR, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation ("Corporation") is **BASSINATOR, INC.**

ARTICLE II

The purpose for which the corporation is organized is to conduct any and all business permitted under the law.

ARTICLE III

The street address and mailing address of the principal office of the Corporation is:

**23168 Via Stel
Boca Raton, FL 33433**

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1000 shares, par value \$1.00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is:

**23168 Via Stel
Boca Raton, FL 33433**

The initial registered agent for the Corporation at that address is **Ross Firtell, Esq.**

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00 OCT 16 PM 3:11
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TALLAHASSEE, FLORIDA

ARTICLE VI

The initial board of directors shall consist of three members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the initial officers and directors are:

James Blair, President
8330 NW 47th St
Lauderhill, FL 33351

Kenneth Herman, V.P., Treasurer
3202 Robbins Road
Pompano Beach, FL 33062

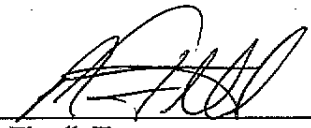
Ross Firtell, V.P., Secretary
23168 Via Stel
Boca Raton, FL 33433

ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:

Ross Firtell, Esq.
23168 Via Stel
Boca Raton, FL 33433

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on this 11th day of OCTOBER, 2000.

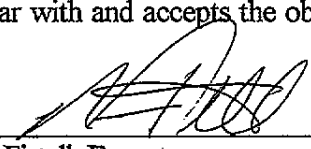


Ross Firtell, Esq.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **BASSINATOR, INC.** at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position under F.S. 607.0501(3).

Date: 10/11/00



Ross Firtell, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA