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Adam Bursztein, President  
3703 N.E. 166<sup>th</sup> St. #408  
N. Miami Beach, Fl 33160

August 14, 2002

Secretary of State  
Division of Corporation  
409 E. Gaines St.  
Tallahassee, Fl 32399

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-08/16/02--01033--016  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: BASELINE HOLDINGS, INC.

Gentlemen:

Enclosed please find Articles of Incorporation for BASELINE HOLDINGS, INC.  
together with a cashiers check in the amount of \$78.75 to cover the cost of filing fee,  
registered agent and certified copy.

Thank you for your prompt attention in this matter.

Sincerely,



Adam Bursztein, President

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION  
OF  
BASELINE HOLDINGS, INC.**

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

**ARTICLE I – NAME**

The name of this corporation is BASELINE HOLDINGS, INC.

**ARTICLE II – NATURE OF BUSINESS**

The corporation may engage in any activity or business which is permitted under the laws of the United States and of the State of Florida.

**ARTICLE III – CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock without nominal or par value. The consideration to be paid for each share is fixed by the Board of Directors. The stock so issued shall be fully paid and non-assessable. Said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954, as amended.

**ARTICLE IV – INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is \$500.

#### ARTICLE V – TERMS OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI – PRINCIPAL OFFICE

The initial street address of the principal office of this corporation in the State of Florida is 3703 N.E. 166<sup>th</sup> St., #408, N. Miami Beach, Fl. The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida.

#### ARTICLE VII – DIRECTORS

This corporation shall not have less than one director.

#### ARTICLE VIII – INITIAL DIRECTORS

The names, titles and addresses of the first Board of Directors are:

NAME	TITLE	ADDRESS
Adam Bursztein	President/Secretary	3703 N.E. 166 <sup>th</sup> St. #408 N. Miami Beach, Fl 33160

This officer shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and have qualified.

#### ARTICLE IX – SUBSCRIBERS

The name and address of each subscriber to these Articles of Incorporation is:

Adam Bursztein, 3703 N.E. 166<sup>th</sup> St., #408, N. Miami Beach, Fl 33160.

#### ARTICLE X – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3703 N.E. 166<sup>th</sup> St. #408, N. Miami Beach, Fl 33160 and the Registered Agent of this Corporation is Adam Bursztein.

#### ARTICLE XI – AMENDMENTS

These articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders entitled to vote thereon.

#### ARTICLE XII – REIMBURSEMENT

The corporation shall reimburse all authorized employees for out-of-pocket expenses for traveling and automobile expenses. Also, the corporation has the right to enter into at its option for the benefit of the employees, a pension and/or profit sharing plan, retirement plan or incentive plan.

#### ARTICLE XIII – INSPECTION OF BOOKS OF CORPORATION

The Board of Directors, from time to time, shall determine whether and to what extent of time and place, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be open to inspection of the Stockholders, and no Stockholder shall have the right to inspect any account or document of the corporation except as permitted by statute, or Board of Directors or by resolution of the Stockholders.

In witness whereof, the undersigned has made and subscribed to these Articles of  
Incorporation at Hollywood, Florida, this 14 day of August, 2002 for the uses and  
purposes aforesaid.

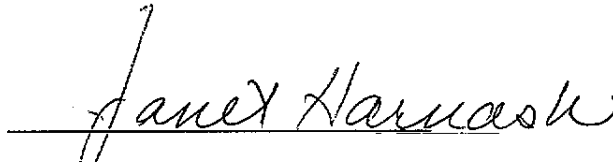


Adam Bursztein

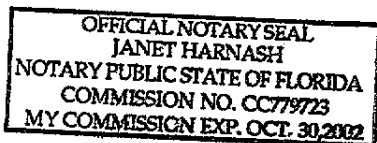
STATE OF FLORIDA

COUNTY OF BROWARD

Sworn to and subscribed before me by Adam Bursztein (x) who is personally  
known to me on this 14day of August 2002

  
Notary

My Commission Expires:



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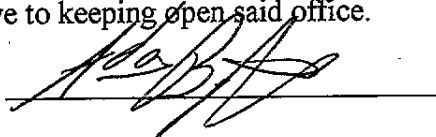
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First: That BASELINE HOLDINGS, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of N. Miami Beach, County of Dade, State of Florida, has named Adam Bursztein located at 3703 N.E. 166<sup>th</sup> St. #408, N. Miami Beach, FL 33160 as its agent to accept service of process within this state.

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 provision of said Act relative to keeping open said office.



Adam Bursztein