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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 746898 4312787

AUTHORIZATION : *Patricia Pizit*

COST LIMIT : \$ 78.75

ORDER DATE : September 17, 2002

ORDER TIME : 10:22 AM

ORDER NO. : 746898-005

CUSTOMER NO: 4312787

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CUSTOMER: Kyle Saxon, Esq
Catlin Saxon Tuttle And Evans,
P.a.
Alfred I. Dupont Bldg., #1700
169 E. Flagler Street
Miami, FL 33131

DOMESTIC FILING

NAME: BAPTIST PARTNERS CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS: _____

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ARTICLES OF INCORPORATION
OF
BAPTIST PARTNERS CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These articles are filed with the Secretary of State of the State of Florida for the purpose of forming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, rights, privileges, immunities, and liabilities of corporations for profit.

ARTICLE I - NAME

The name of the Corporation shall be:

BAPTIST PARTNERS CORP.

ARTICLE II - MANAGEMENT BY SHAREHOLDERS

All corporate power shall be exercised exclusively by or under the authority of the Shareholders, and the business and affairs of this Corporation shall be managed under the direction of the Shareholders. The Shareholders shall elect the following officers: a President, a Treasurer, and a Secretary, and as many Vice Presidents and Assistant Vice Presidents as the Shareholders, from time to time, deem advisable, provided that any one or more of said offices may be held by the same person. The annual meeting of the Corporation shall be held on such date as is provided in the Bylaws of the Corporation, which said Bylaws may be amended at any time in accordance with their provisions.

The incorporator shall manage the business of the Corporation until there are issued and outstanding shares of stock standing in the names of the Shareholders of record.

ARTICLE III - ACTION BY UNANIMOUS CONSENT

The Shareholders, by unanimous consent evidenced by a writing included among the minutes of the Corporation, may agree to the doing of any act, and such consent in writing as aforesaid shall have the same force and effect as though a formal meeting had been held pursuant to a call being duly made, and as though the said act had been done and authorized, at a meeting at which a quorum had been present.

ARTICLE IV - INITIAL OFFICERS

Until the incorporator or Shareholders elect officers and same have been duly qualified, the business of the Corporation shall be conducted by the following officers:

Chief Executive Officer	Javier Hernandez-Lichtl
Assistant Vice President	Maribeth Rouseff
Vice President/Secretary/Treasurer	Wendy W. Greenleaf

ARTICLE V - DURATION

The existence of this Corporation shall be perpetual.

ARTICLE VI - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE VII - CAPITAL STOCK

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any time shall be 600 shares, each of the par value of One Dollar (\$1.00) all to be issued, fully paid, and exempt from assessment.

The capital stock of the Corporation may be paid for in property, labor, or services at a just valuation to be fixed by the Shareholders at a meeting called for such purpose, or at the organizational meeting. Property, labor, or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor, or services to be fixed by the Shareholders of the Corporation. Stock in other corporations or going businesses may be purchased by the Corporation in consideration for the issuance of capital stock of the Corporation, the said purchase shall be on such basis and terms and for such consideration as the Shareholders shall determine.

ARTICLE VIII - MINIMUM CAPITAL

The amount of capital with which the Corporation may begin business shall be in the sum of not less than Six Hundred Dollars (\$600.00).

ARTICLE IX - PRE-EMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class, or series as that which the Shareholder already holds, shall have the right to purchase the Shareholder's prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be located at 6855 Red Road, Suite 600, Coral Gables, Florida 33143. The Corporation shall have full power and authority, nevertheless, to transact corporate business and to establish corporate offices and corporate agencies at such other places within and without the State of Florida, and in foreign countries, as its Shareholders may from time to time authorize.

ARTICLE XI - CORPORATE POWERS

The Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act and such other power as it may possess as a matter of law, all without limitation.

ARTICLE XII - INDEMNIFICATION

The Corporation shall indemnify any officer, director, agent, or employee and any former officer, director, agent, or employee, to the full extent permitted by law, including but not limited to indemnification for counsel fees.

ARTICLE XIII - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent and the street address of the initial registered office of the Corporation are:

Kyle R. Saxon, Esq.
1700 Alfred I. duPont Building
169 East Flagler Street
Miami, Florida 33131

ARTICLE XIV - AMENDMENT

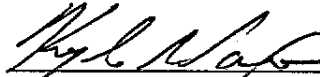
These Articles of Incorporation may be amended or repealed by majority vote of the Shareholders holding not less than fifty-one percent (51%) of the shares entitled to vote.

ARTICLE XV - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Kyle R. Saxon, Esq.
1700 Alfred I. duPont Building
169 East Flagler Street
Miami, Florida 33131

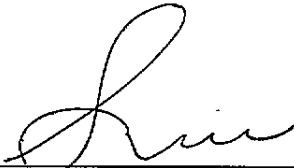
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 16~~th~~ day of September, 2002.


_____(Seal)
KYLE R. SAXON, Esq

**STATE OF FLORIDA
COUNTY OF MIAMI-DADE**

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, **KYLE R. SAXON, Esq.**, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida this 16 day of September, 2002.



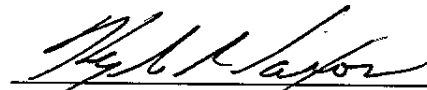
Notary Public, State of Florida

My Commission expires:



REGISTERED AGENT'S ACCEPTANCE

Having been named to accept service of process for the above-stated Corporation, at the place designated in Paragraph XIII of the foregoing Articles of Incorporation, I hereby agree to act in this capacity and agree to comply with the provisions of the Florida Statute relative to keeping open said office.



KYLE R. SAXON, Esq.
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA