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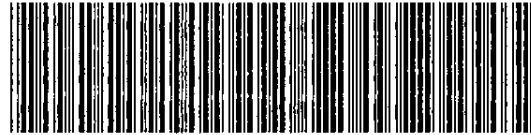
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2011 MAR 25 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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10:00 AM MAR 29 2011

DURRETTECRUMPPLC
ATTORNEYS AND COUNSELORS AT LAW

Catherine C. Ayres
Direct Dial 804.783.6812
cayres@durrettecrump.com

March 24, 2011

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: BAOF Holdings, Inc., a Virginia corporation – Certificate of Domestication

Dear Sir or Madam:

I have enclosed the following with respect to the above-referenced matter:

1. Original Cover Letter;
2. One (1) original and one (1) copy of the Certificate of Domestication and Articles of Incorporation of BAOF Holdings, Inc.; and
3. Our firm's check made payable to the Florida Department of State in the amount of **\$137.50** to file the Certificate of Domestication and Articles of Incorporation, receive a Certified Copy, and received a Certificate of Status.

Please return the Certified Copy and Certificate of Status to me in the enclosed Federal Express envelope.

If you have any questions, please feel free to call me at 804.783.6812. Thank you for your prompt assistance and cooperation.

Sincerely,

Catherine C. Ayres
Catherine C. Ayres

Enclosures

cc: BAOF Holdings, Inc.

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TALLAHASSEE, FLORIDA

COVER LETTER

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

SUBJECT: BAOF Holdings, Inc., a VA corporation - Certificate of Domestication

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

FEES:

Certificate of Domestication	\$ 50.00
Articles of Incorporation and Certified Copy	\$ 78.75
Total to domesticate and file	\$128.75

OPTIONAL:

Certificate of Status	\$ 8.75
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Catherine C. Ayres, Esq.

Name (printed or typed)

DurretteCrump PLC, 11 South 12th Street (P.O. Box 1463 23218)

Address

Richmond, Virginia 23219

City, State & Zip

(804) 783-6812

Daytime Telephone Number

cayres@durrettecrump.com

E-mail address: (to be used for future annual report notification)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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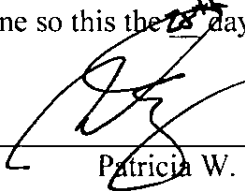
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CERTIFICATE OF DOMESTICATION

The undersigned, Patricia W. Kennedy, President of BAOF Holdings, Inc., a foreign corporation, in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which the corporation was first formed was November 4, 1994.
2. The jurisdiction where the above named corporation was first incorporated was the Commonwealth of Virginia.
3. The name of the corporation immediately prior to filing this Certificate of Domestication was BAOF Holdings, Inc.
4. The name of the corporation, as set forth in its Articles of Incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is BAOF Holdings, Inc.
5. The jurisdiction that constituted the principal place of business of the corporation immediately before the filing of the Certificate of Domestication was the Commonwealth of Massachusetts.
6. Attached are Florida Articles of Incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am President of BAOF Holdings, Inc. and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 18 day of February, 2011.



Patricia W. Kennedy

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

The undersigned, in compliance with Chapter 607 of the Florida Statutes, does hereby set forth the following:

I. Corporate Name.

The name of the corporation is BAOF Holdings, Inc.

II. Principal Office.

The principal office of the corporation is located at 940 Route 28, South Harwich, Massachusetts 02661. The mailing address of the corporation is P.O. Box 808, South Harwich, Massachusetts 02661.

III. Purposes and Powers.

The purposes for which the corporation is formed are to engage in any and all lawful business not required to be specifically stated in these Articles of Incorporation. In addition, the corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs.

IV. Authorized Shares.

A. The aggregate number of shares which the corporation shall have the authority to issue and the par value per share are as follows:

<u>CLASS AND SERIES</u>	<u>NUMBER OF SHARES</u>	<u>PAR VALUE PER SHARE</u>
Common	550,000	No Par Value

B. The holders of the Common Stock shall have unlimited voting rights and be entitled to receive the net assets of the corporation upon dissolution.

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TALLAHASSEE, FLORIDA

C. No holder of shares of any class of the corporation shall have any preemptive or preferential right to purchase or subscribe to: (i) any shares of any class of the corporation, whether now or hereafter authorized, (ii) any warrants, rights, or options to purchase any such shares, or (iii) any securities or obligations convertible into any such shares or into warrants, rights, or options to purchase any such shares.

V. Registered Office and Registered Agent.

The name and street address of the corporation's registered agent is:

Corporation Service Company
1201 Hayes Street
Tallahassee, Florida 32301-2525

VI. Incorporator.

The name and street address of the corporation's incorporator is:

Patricia W. Kennedy
940 Route 28
P.O. Box 808
South Harwich, Massachusetts 02661

VII. Shareholder Action.

Any action required or permitted by the Florida Business Corporation Act to be taken at a shareholders' meeting may be taken without a meeting, without prior notice, and without a vote, if consents in writing setting forth the action so taken are signed by the holders of outstanding shares having not less than the minimum number of votes that would be required to authorize or take the action at a meeting at which all shares entitled to vote on the action were present and voted.

VIII. Indemnification of Directors, Officers, and Others.

A. The corporation shall indemnify a person who entirely prevails in the defense of any proceeding to which he or she was a party because he or she is or was a director or officer of the corporation against reasonable expenses incurred by him or her in connection with the proceeding. The corporation shall also indemnify a person made a party to a proceeding because he or she is or was a director or officer against liability incurred in the proceeding if it has been determined that such person has met the appropriate standard of conduct described herein and liability is not incurred as a result of (i) willful misconduct; (ii) a knowing violation of the criminal law; or (iii) personal benefit improperly received.

B. The corporation shall pay for or reimburse the reasonable expenses incurred by a director or officer who is a party to a proceeding in advance of final disposition of the proceeding if (i) the director or officer furnishes the corporation a written statement of his or her good faith belief that he or she has met the appropriate standard of conduct as described herein; (ii) the director or officer furnishes the corporation a written undertaking to repay the advance if it is ultimately determined that he or she did not meet the standard of conduct (which undertaking shall be an unlimited, unsecured general obligation of the director or officer without reference to financial ability to make repayment); and (iii) a determination is made that the facts then known to those making the determination would not preclude indemnification under this Article VIII.

C. The corporation may indemnify or contract in advance to indemnify any person made a party to a proceeding because he or she is or was an employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee

or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, to the same extent as if such person were a director or officer of the corporation.

D. The provisions of this Article shall not be deemed to prohibit the corporation from entering into contracts otherwise permitted by law with any persons, including those listed above, for the purpose of conducting the business of the corporation.

E. The corporation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article and may also procure insurance, in such amounts as the corporation may determine, on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability asserted against or incurred by any such person in any such capacity or arising from his or her status as such, whether or not the corporation would have power to indemnify him or her against such liability under the provisions of this Article.

F. The provisions of this Article shall be applicable to all actions, claims, suits or proceedings commenced after the adoption hereof, whether arising from any action taken or failure to act before or after such adoption. No amendment, modification or repeal of this Article shall diminish the rights provided hereby or diminish the right to indemnification with respect to any claim, issue or matter in any then pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification or repeal.

G. For purposes of this Article VIII the following definitions shall apply:

"Expenses" include counsel fees, expert witness fees, and costs of investigation, litigation and appeal, as well as any amounts expended in asserting a claim for indemnification.

"Liability" means the obligation to pay a judgment, settlement, penalty, fine (including any excise tax assessed with respect to an employee benefit plan), or reasonable expenses incurred with respect to a proceeding.

"Person" means any corporation, association, partnership, organization, business, individual or government or political subdivision thereof or any governmental agency.

"Proceeding" means any threatened, pending, or completed action, suit, proceeding or appeal, whether civil, criminal, administrative or investigative and whether formal or informal.

"Standard of Conduct" - A person will have met the appropriate standard of conduct if such person:

- (a) conducted himself or herself in good faith;
- (b) believed:
 - (i) in the case of conduct in his or her official capacity with the corporation, that his or her conduct was in its best interests; and
 - (ii) in all other cases, that his or her conduct was at least not opposed to the best interests of the corporation; and
- (c) in the case of any criminal proceeding, that he or she had no reasonable cause to believe his or her conduct was unlawful.

A person's conduct with respect to an employee benefit plan for a purpose he or she believed to be in the interests of the participants in and beneficiaries of the plan is conduct that satisfies the requirement of paragraph (b) (ii) above.

"Determination of Indemnification" - The determination that a person has met the appropriate standard of conduct and, if so, the determination of the amount of indemnification shall be made:

- (a) by the Board of Directors by a majority vote of a quorum consisting of directors not at the time parties to the proceeding; or
- (b) if such a quorum cannot be obtained, by majority vote of a committee duly designated by the Board of Directors (in which directors who are parties may participate in such designation), consisting solely of two or more directors not at the time parties to the proceeding; or
- (c) by special legal counsel:
 - (i) selected by the Board of Directors or its committee in the manner prescribed in subsection (a) or (b) above; or
 - (ii) if such a quorum of the Board of Directors cannot be obtained and such a committee cannot be designated, selected by a majority vote of the full Board of Directors, in which directors who are parties may participate in such selection; or
- (d) by the shareholders, but shares owned by or voted under the control of directors who are at the time parties to the proceeding may not be voted on the determination.

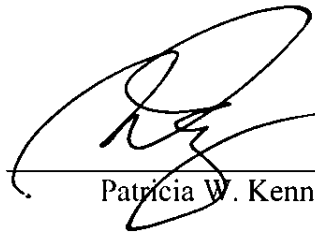
Notwithstanding the foregoing, if the determination is made by special legal counsel that indemnification of the person is permissible, evaluation as to reasonableness of expenses shall be made by those entitled under subsection (c) above to select such counsel.

"Gender" - The use of "he", "him" or "his" (or "she", "her" or "hers") shall be read as "it" or "its", and vice versa, as the context shall require.

IX. Limitation on Liability.

In any proceeding brought by or in the right of the corporation or brought by or on behalf of shareholders of the corporation, no officer or director shall be liable for any damages assessed against him. Notwithstanding the foregoing, the liability of an officer or director shall not be limited if the officer or director engaged in willful misconduct, a knowing violation of the criminal law or of any federal or state securities law or a determination is made pursuant to Article VIII that the officer or director is not entitled to indemnification.

DATED: February 28, 2011



Patricia W. Kennedy, Incorporated

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept appointment as registered agent and agree to act in this capacity.

By: Sonya L. Cordell
Name: Sonya L. Cordell
Title: Assistant VP

Date: 3/10/11