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MARY HELEN BAILLIE

3471 N.E. 17th Terrace
Fort Lauderdale, Florida 33334

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STATE
SECRETARY OF CORPORATIONS
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January 10, 1995

VIA CERTIFIED MAIL RECEIPT NO. P 531 901 866

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-01/13/95--01023--009
***122.50 ***122.50

Re: Baillie International, Inc.

Gentlemen:

Enclosed herewith are two copies of the Articles of Incorporation for Baillie International, Inc., along with a check payable to Division of Corporations in the amount of \$122.50 to cover the required filing fees.

Thank you.

Sincerely,

Mary Helen Baillie

Mary Helen Baillie

mhb
enclosures

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ARTICLES OF INCORPORATION
OF
DAILLIE INTERNATIONAL, INC.

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We, the undersigned, hereby associate ourselves together for the purpose of becoming 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, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I.

The name of the corporation shall be: DAILLIE INTERNATIONAL, INC.

ARTICLE II.

The principal place of business of this corporation shall be situated at 3471 Northeast Seventeenth Terrace, Fort Lauderdale, Florida 33334, and said corporation shall have the rights and privileges of establishing and maintaining branch offices and places of business in such states of the United States and foreign countries whenever the Board of Directors may from time to time order and establish.

ARTICLE III.

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent, as natural persons might or could do, viz:

1. To engage in the export and import of goods and/or services, to carry or send, as merchandise or raw materials, to other countries, for sale or trade, and to bring merchandise or raw materials into this country for sale or trade.

2. To conduct all types of business and operations; to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in and convey real and personal property without restrictions in this State and in any other of the several states, territories and possessions and dependencies of the United States, the District of Columbia and in any and all foreign countries.

3. To engage in, render or carry on, any service or other business as principal or agent, with powers to let contracts for any kind and nature that may be conducive to the accomplishment of any purposes of this corporation.

4. To acquire by purchase, or otherwise, for investment or re-sale, and to own, improve, operate, subdivide, lease, mortgage, sell, and otherwise deal in, for cash or credit, by conveyance, agreement for deed, or other lawful instrument, real estate or mixed property located in the State of Florida, or elsewhere, and generally to deal in and traffic as owner or agent in real estate, personal and mixed property, and any interest or estate therein, and to create, own, lease, sell, operate and deal in freehold and leasehold estates of any and all nature whatsoever and to be an investor in real, mixed and/or personal property; to grant, sell and otherwise deal in franchises and licenses.

5. To factor, lend or borrow money, be a surety, and to execute and deliver, accept, take and receive notes, bonds, debentures or other securities for the payment of same.

6. To act as agent, broker, or attorney-in-fact for any persons, firms, or corporations in buying, selling and dealing in real or personal property or services of whatsoever kind or nature and in managing and conducting any legal actions, proceedings and business relating to any of the purposes herein mentioned or referred to.

7. To acquire, hold, undertake and fully exploit the good will, property, rights, franchises, assets of every kind and the liabilities of any person, firm, association or corporation, either wholly or partly; and to pay for the same in cash, stocks or bonds of the corporation or otherwise.

8. In any manner to acquire, enjoy, utilize and dispose of patents, copyrights and trademarks, and any license or other interest therein and thereunder.

9. To purchase, subscribe for, or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of or turn to account or realize upon as owner, agent, broker or factor, all forms of securities, including stocks, bonds, debentures, mortgages, notes evidencing shares of or interest in common law trusts, trusts and trust estates or associations, certificates of trust or beneficial interest in trusts, mortgages, contracts and

other instruments, securities and rights; to investigate and report with respect to, and to undertake, carry on, aid, assist or participate in the organization, liquidation or reorganization of financial, commercial, mercantile, manufacturing, industrial or other business concerns, firms, associations and corporations; to institute, participate in or promote commercial, mercantile, financial and industrial enterprises and operations.

10. To borrow money and contract debts when necessary in the purchase of or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital or for any other object in or about its business or affairs and without limit as to amount; and to secure the payment of money in any lawful manner.

11. To enter into any partnership, limited or general, as Limited or General Partner, or both, and to enter into any other arrangement for profit-sharing, union or interest, or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority in the carrying on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this corporation.

12. To purchase, hold, sell, and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; capital stock owned by the corporation shall not be voted upon directly or indirectly, now counted as outstanding

for the purpose of any Stockholder's quorum or vote.

13. To do all acts and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes hereinafter or before enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the benefit or protection of the corporation, either as holders of or interest in any property, or otherwise.

14. To exercise all of the powers which are now or may hereafter be conferred upon corporations generally by the Laws of the State of Florida.

15. The foregoing paragraphs shall be construed as enumerating both objects and powers of the corporation and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner, the powers of this corporation.

ARTICLE IV.

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 500 shares of common voting stock at One Dollar (\$1.00) par value each.

In case a Shareholder desires to sell his share or shares of stock, he must first offer them for sale to the remaining stockholders, it being the intention hereof to give them a preference in the purchase of same, and any attempted sale in violation of this provision is null and void. A Stockholder desiring to sell his stock shall file notice in writing of his

intention with the Secretary of the corporation, stating the terms of sale, and unless his terms are accepted by any or all of the other stockholders of the corporation within ninety (90) days thereafter, they shall be deemed to have waived their privilege of purchasing and he shall be at liberty to sell to anyone else.

ARTICLE V.

The amount of capital with which this corporation shall commence business shall be not less than \$500.00.

ARTICLE VI.

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VII.

The street address of the initial registered office of this corporation is 3471 Northeast Seventeenth Terrace, Fort Lauderdale, Florida 33334 and the name of the initial registered agent of this corporation at that address is WILLIAM S. BAILLIE, JR.

ARTICLE VIII.

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

NAME

ADDRESS

William S. Baillie, Jr.

2541 Northeast Tenth Avenue
Pompano Beach, Florida 33064

Mary Helen Baillie 3471 Northeast Seventeenth Terrace
Fort Lauderdale, Florida 33334

Carol Anderson Baillie 3471 Northeast Seventeenth Terrace
Fort Lauderdale, Florida 33334

ARTICLE IX.

The following shall hold office until their successors shall be regularly elected and qualified:

<u>NAME AND OFFICE</u>	<u>ADDRESS</u>
William S. Bailli Jr. President	2541 Northeast Tenth Avenue Pompano Beach, Florida 33064
Mary Helen Baillie Vice President and Treasurer	3471 Northeast Seventeenth Terrace Fort Lauderdale, Florida 33334
Carol Anderson Baillie Secretary	3471 Northeast Seventeenth Terrace Fort Lauderdale, Florida 33334

ARTICLE X.

The corporation in its by-laws confer powers upon the Board of Directors or Officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by Statute.

Both stockholders and directors shall have the power to hold their respective meetings and to have one or more offices within or without the State of Florida and to keep the books of this corporation outside the State of Florida or at such places as may be from time to time designated by the Board of Directors.

This corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation provided that any such amendment, alteration, change or repeal shall be first approved by a majority of the Board of Directors and Stockholders as constituted at the time of such prospective

amondment, alteration, change or repeal, and all rights conferred upon Stockholders herein are granted subject to this reservation.

ARTICLE XI.

The names and post office addresses of each subscriber to the stock and the number of shares of stock which each agrees to take are:

<u>NAME AND ADDRESS</u>	<u>SHARES OF STOCK</u>
William S. Baillie, Jr. Post Office Box 11639 Fort Lauderdale, Florida 33339-1639	166
Mary Helen Baillie Post Office Box 11639 Fort Lauderdale, Florida 33339-1639	168
Carol Anderson Baillie Post Office Box 11639 Fort Lauderdale, Florida 33339-1639	166

IN WITNESS WHEREOF, the undersigned subscribers have executed this Certificate of Incorporation this 10 day of January, 1995.



CHERYL MANNING SHAFF
My Commission GC317188
Expires Sep. 20, 1997
Bonded by ANB
800-852-5878

Cheryl Manning Shaff

William S. Baillie, Jr.
WILLIAM S. BAILLIE, JR.

Mary Helen Baillie
MARY HELEN BAILLIE

Carol Anderson Baillie
CAROL ANDERSON BAILLIE

STATE OF FLORIDA)
 ss:
COUNTY OF BROWARD)

Before me, a notary public, authorized to take acknowledgments in the State and County set forth above, personally appeared WILLIAM S. DAILLIE, JR., MARY HELEN DAILLIE, and CAROL ANDERSON DAILLIE, known to me and known by me to be the persons who executed the foregoing Certificate of Incorporation, and they acknowledged before me that they executed the Certificate of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this _____ day of January, 1995.

Notary Public

My Commission Expires:

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED;

First that BAILLIE INTERNATIONAL, INC., desiring to organize
or qualify under the laws of the State of Florida, with its
principal place of business at 3471 Northeast Seventeenth Terrace,
Fort Lauderdale, Florida 33334, has named William S. Baillie, Jr.,
as it's Resident Agent to accept Service of Process within Florida.

William S Baillie Jr. President
WILLIAM S. BAILLIE, JR., PRESIDENT
Date 11/10/95

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

William S Baillie
RESIDENT AGENT
Date 11/10/95

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DIVISION OF CORPORATIONS
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