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FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135- 34-0000
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H95000002375))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BAXTON CORPORATION
FAX AUDIT NUMBER: H95000002375
DATE REQUESTED: 03/01/1995
CERTIFIED COPIES: 1
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ARTICLES OF INCORPORATION
OF
BAXTON CORPORATION

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TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this Corporation is BAXTON CORPORATION.

ARTICLE II
PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE III
STOCK

This Corporation is authorized to issue 1000 shares of common stock with a par value of $.01 per share.

ARTICLE IV
REGISTERED AGENT

The street address of the initial registered office of this Corporation is 3111 Stirling Road, Fort Lauderdale, FL 33312; and the name of the initial registered agent at that address is Richard H. Breit.

ARTICLE V
DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time as provided in the Bylaws, but shall never be less than one. The name and address of the initial director of this Corporation is CARLO TONAZZI, 335 Cambridge Drive, Ft. Lauderdale, FL 33326.

RICHARD H. BREIT, ESQ.
FLORIDA BAR NO. 283436
3111 STIRLING ROAD
FORT LAUDERDALE, FL 33312
305-985-4111

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ARTICLE VI
INCORPORATOR

The name and address of the incorporator of this Corporation is Carlo Tonazzi, 335 Cambridge Drive, Ft. Lauderdale, FL 33326.

ARTICLE VII
ADDRESS

The principal office and mailing address of the corporation is 335 Cambridge Drive, Ft. Lauderdale, FL 33326.

ARTICLE VIII
INDEMNIFICATION

This Corporation shall indemnify, defend, save and hold harmless and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

ARTICLE IX
PERPETUAL EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved as provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28th day of February, 95 1995.

Carlo Tonazzi, Incorporator

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.

RICHARD H. BREIT

H 95000002375

RICHARD H. BREIT, ESQ.
FLORIDA BAR NO. 283436
3111 STIRLING ROAD
FORT LAUDERDALE, FL 33312
305-985-4111