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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
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(((H95000002375))) ELECTRONIC FILING COVER SHEET
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: BAXTON CORPORATION
FAX AUDIT NUMBER: H95000002375
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ARTICLES OF INCORPORATION
OF
BAXTON CORPORATION

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. 23346
3111 STIRLING ROAD
FORT LAUDERDALE, FL 33312
305-985-1111

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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.

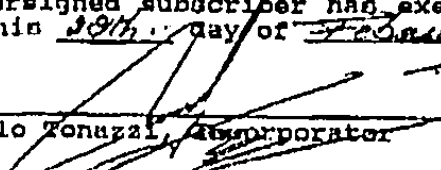
ARTICLE VIII
INDEMNIFICATION

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

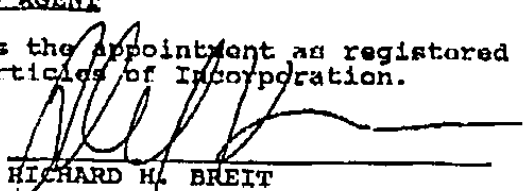
This Corporation shall have perpetual existence unless sooner dissolved as provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29th day of February, 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

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

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