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PP5000037189
May 4, 1995

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-05/00/95--01132--004
***122.50 ***122.50

Re: Baker Center Executive Offices, Inc.

Dear Sir:

We enclose herewith for filing the original and one copy of the Articles of Incorporation of the above named corporation, together with a check to your order in the amount of \$122.50 representing the filing fee.

Please return a certified copy of these Articles to the undersigned when they have been filed.

Thank you for your attention to this matter.

Sincerely,

EFFECTIVE DATE

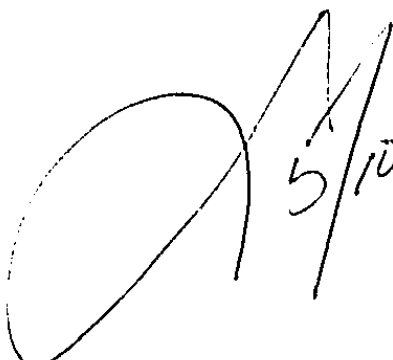
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Daniel D. Peck

5-4-95

DDP:jfm

Encs.

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ARTICLES OF INCORPORATION
OF
BAKER CENTER EXECUTIVE OFFICES, INC.

95 MAY 10 1995
RECEIVED
CLERK OF THE COURT
JUDICIAL DEPARTMENT
TALLAHASSEE, FLORIDA

ARTICLE I
NAME AND ADDRESS

The name of this corporation is BAKER CENTER EXECUTIVE OFFICES, INC. and its principal address is 201 8th Street South, Suite 200, Naples, Florida 33940.

ARTICLE II

EFFECTIVE DATE

DURATION

5-4-95

This corporation shall exist perpetually commencing on the date of execution of these Articles of Incorporation.

ARTICLE III

PURPOSE

This corporation is organized to engage in the business of leasing executive office space, leasing, real estate development and purchases, and for all other purposes allowed a Florida corporation.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 201 8th Street South, Suite 200, Naples, Florida

33940, and the name of the initial registered agent of this corporation at that address is Diane Baker Chisholm.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have three 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. The names and addresses of the initial directors of this corporation are: Diane Baker Chisholm, 400 12th Avenue NW, Naples, Florida 33964, John L. Baker, IV, Apartado 1441, Punta Paepilla (Panama City), Republic of Panama, and Donna D. Baker, 3510 Fort Charles Drive, Naples, Florida 33940.

ARTICLE VII

INCORPORATORS

The names and addresses of the persons signing these Articles are: Diane Baker Chisholm, 400 12th Avenue NW, Naples, Florida 33964, and John L. Baker, IV, Apartado 1441, Punta Paepilla (Panama City), Republic of Panama.

ARTICLE VIII

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

SHAREHOLDER QUORUM

Fifty-one percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

ARTICLE X

APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger is required, even if that approval is not required by law.

ARTICLE XI

NO REMOVAL OF DIRECTORS

The shareholders of this corporation are not entitled to remove any director from office during his term without cause.

ARTICLE XII

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law against all expenses, costs, damages and attorneys' fees reasonably incurred for any action or inaction in connection with the corporation except for a criminal act, gross negligence or willful misconduct.

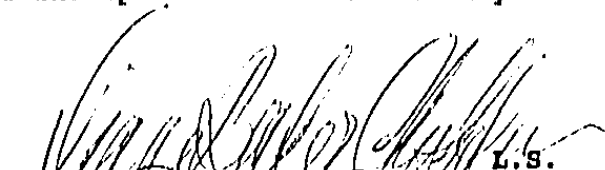
An officer or director shall not be liable to the corporation for any loss or damage sustained by it for any action taken or omitted by him if he in good faith exercised the care of a prudent man, in good faith acted or failed to act based upon advice of counsel for the corporation or on the books and records of the corporation, or followed what he believed to be sound accounting and business practice.

ARTICLE XIII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them by a two-thirds vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the 3rd day of May, 1995.


Diane Baker Chisholm, Incorporator L.S.

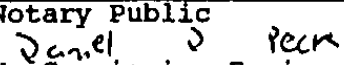

John L. Baker, IV, Incorporator L.S.

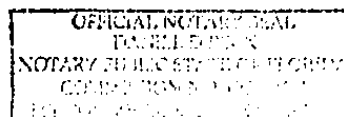
STATE OF FLORIDA
COUNTY OF COLLIER

Before me, a notary public authorized to take acknowledgments in the State and County set forth above appeared DIANE BAKER CHISHOLM and JOHN L. BAKER, IV, personally known to me and known by me to be the persons who executed these Articles of Incorporation, and they acknowledged before me that as their free act they executed these Articles of Incorporation and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 3rd day of May, 1995.


Notary Public


My Commission Expires:



I, DIANE BAKER CHISHOLM, agree to serve as resident agent and accept service for BAKER CENTER EXECUTIVE OFFICES, INC. at its registered office and am familiar with and agree to comply with the provisions of Sections 48.091 and 607.0505 of the Florida Statutes in keeping said office open.

Dated this 3rd day of May, 1995.


Diane Baker Chisholm

bakerctr

FILED
MAY 10 PM 10:58
CLERK OF STATE
TALLAHASSEE FLORIDA