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LEONARD H. BAIRD, JR.

ATTORNEY AT LAW

POST OFFICE DRAWER 11000

CLEMMONT, FLORIDA 32114

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816 WEST BOWWAY RD

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January 19, 1996

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

RE: LARRY J. BAKER & ASSOCIATES, INC.

100001695301
-01/23/96--D1006--012
***122.50 ***122.50

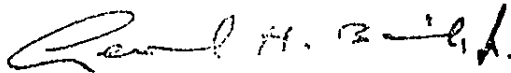
Dear Sir:

Enclosed for filing are original Articles of Incorporation, Appointment Of Registered Agent, and Certificate Designating Place Of Business, along with my check in the amount of \$122.50 representing the following:

Filing Fee-----	\$ 35.00
Certified Copy-----	52.50
Registered Agent Designation-----	35.00
TOTAL-----	\$122.50

Please forward a certified copy to me at your earliest convenience by overnight service. I have enclosed a return label and envelope for your convenience.

Very truly yours,



LEONARD H. BAIRD, JR.

LHB/rpe

Enclosures

Express Mail Delivery

96 JAN 30 AM 9:33
TALLAHASSEE, FLORIDA
18660
cc 678
cc 672
cc 671
18660
1996
18



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 25, 1996

LEONARD H. BAIRD, JR.
POST OFFICE DRAWER 121066
CLERMONT, FL 34712

SUBJECT: LARRY J. BAKER & ASSOCIATES, INC.
Ref. Number: W96000001866

We have received your document for LARRY J. BAKER & ASSOCIATES, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 996A00003256

ARTICLES OF INCORPORATION
OF
LARRY J. BAKER & ASSOCIATES, INC.

ARTICLE I - NAME

The name of this corporation is LARRY J. BAKER & ASSOCIATES, INC., and its principal office and mailing address is:

7380 Sand Lake Road, Suite 530, Orlando, FL 32819

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

RECORDED
JUL 23 1963
11 33 AM
FILED
CLERK OF CIRCUIT COURT
JUL 23 1963

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 7380 Sand Lake Road, Suite 530, Orlando, Florida 32819, and the name of the initial Registered Agent of this corporation at that address is LARRY J. BAKER.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than 1 or more than 3. The name and address of the initial director of this corporation is:

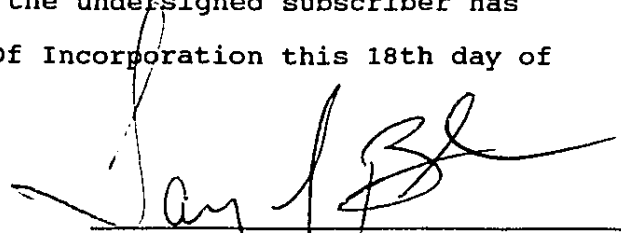
LARRY J. BAKER	7133 Foxworth Court Orlando, FL 32819
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ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

LARRY J. BAKER	7133 Foxworth Court Orlando, FL 32819
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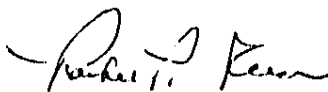
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles Of Incorporation this 18th day of January, 1996.


LARRY J. BAKER

STATE OF FLORIDA)
 : SS.
COUNTY OF LAKE)

BEFORE ME, a Notary Public duly authorized to take
acknowledgments in the State and County named above, personally
appeared LARRY J. BAKER, known to me and known by me to be the
person who executed the foregoing Articles Of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal in the State and County named above this 18th
day of January, 1996.



Notary Public



APPOINTMENT OF REGISTERED AGENT

The Division of Corporations of the Department of State uses the following form to designate the registered agent:

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 LARRY J. BAKER & ASSOCIATES, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Orlando, State of Florida, has named LARRY J. BAKER, located at: 7380 Sand Lake Road, Suite 530, Orlando, FL 32819, as its agent to accept service of process within Florida.

Signature: 

LARRY J. BAKER
Corporate Officer

Title: President

Date: January 18, 1996

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.

Signature: 

LARRY J. BAKER
Resident Agent

Date: January 18, 1996

STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First that LARRY J. BAKER & ASSOCIATES, INC., a corporation duly organized and existing under the laws of the State of Florida with its principal office, as indicated in the Articles Of Incorporation at City of Orlando, County of Orange, State of Florida, has named LARRY J. BAKER located at: 7380 Sand Lake Rd., Ste 530, City of Orlando, State of Florida, as its agent to accept service of process within this state.

OFFICERS: AFFIX TITLES:
 NAME:

LARRY J. BAKER - President

SPECIFIC ADDRESS:

7133 Foxworth Court
Orlando, FL 32819

DIRECTOR:

LARRY J. BAKER

SPECIFIC ADDRESS:

7133 Foxworth Court
Orlando, FL 32819

BY: 

LARRY J. BAKER
Corporate Officer (President)

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above state corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

BY: 

LARRY J. BAKER
Resident Agent