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July 16, 1996

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 E. Gaines Street  
P. O. Box 6327  
Tallahassee, Florida 32301

900001898399  
-07/18/96--01080--011  
\*\*\*\*122.50 \*\*\*\*122.50

Re: **BAXTER CUSTOM ENGINEERING, INC.**

Dear Sirs:

Enclosed herewith are proposed Articles of Incorporation in reference to the captioned corporation. Also enclosed is a check in the amount of \$122.50 to cover the following:

Filing Fee	\$ 35.00
Certified Copy of Charter	\$ 52.50
Resident Agent Fee	<u>\$ 35.00</u>
	\$ 122.50

If the Articles of Incorporation meet with your approval, we will appreciate your executing and sending to the undersigned a Certificate of Incorporation.

Respectfully yours,

  
David M. Andrews

DMA:dds  
Enclosures

JUL 19 1996 BSB

FILED  
95 JUL 18 PM 12:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
BAXTER CUSTOM ENGINEERING, INC.

FILED

96 JUL 18 PM 12:11

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, JOSEPH BAXTER hereby executes this document for the purposes of becoming incorporated under the laws of the State of Florida, and forming a corporation under the following proposed Certificate of Incorporation:

ARTICLE I

The name of this Corporation is **BAXTER CUSTOM ENGINEERING, INC.**

ARTICLE II

The general nature of the business to be transacted by the Corporation is as follows:

The Corporation may engage in any activity or business permitted by the Laws of the United States and of this State.

ARTICLE III

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is 5,000 shares of common stock of the same class and at ten cents (10¢) par value.

ARTICLE IV

Every shareholder, upon the sale for cash of any stock of this Corporation of the same class as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VI

The Corporation is to have perpetual existence.

ARTICLE VII

The registered address and the principal office address of the Corporation in this State are: 50 South Dixie Highway, Unit 9, St. Augustine, Fl 32095 and the name of the initial registered agent of this Corporation at the registered address is: JOSEPH BAXTER.

ARTICLE VIII

The number of Directors of this Corporation shall not be less than ONE or more than THREE.

ARTICLE IX

The name and post office address of the members of the first Board of Directors of the Corporation are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
JOSEPH BAXTER	President	50 South Dixie Highway Unit 9 St. Aug. Fl 32095

ARTICLE X

The name and post office address of the subscriber to the Articles of Incorporation are:

NAME OF SUBSCRIBER

JOSEPH BAXTER

ADDRESS

50 South Dixie Highway  
Unit 9  
St. Aug. Fl 32095

ARTICLE XI

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

IN WITNESS WHEREOF, the subscriber has hereunto set his hand and seal this 16 day of July, 1996.

  
JOSEPH BAXTER

STATE OF FLORIDA

COUNTY OF ST. JOHNS

THE FOREGOING INSTRUMENT was acknowledged before me this 16 day of July, 1996, by JOSEPH BAXTER, who is personally known to me or who produced N/A as identification, and who did/did not take an oath.



DEBORAH D. STRUHAR  
My Commission CC488284  
Expires May, 31, 1999  
Bonded by HAI  
800-422-1555

  
Notary Public

(SEAL)

Printed Name of Notary: DEBORAH D. STRUHAR  
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 BAXTER CUSTOM ENGINEERING, INC., DESIRING TO  
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS  
PRINCIPAL PLACE OF BUSINESS IN THE CITY OF ST. AUGUSTINE, COUNTY OF  
ST. JOHN'S, STATE OF FLORIDA, HAS NAMED JOSEPH BAXTER, LOCATED AT 50  
South Dixie Highway, Unit 9, OF THE CITY OF ST. AUGUSTINE, COUNTY OF  
ST. JOHN'S, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF  
PROCESS WITHIN FLORIDA.

BAXTER CUSTOM ENGINEERING, INC.  
Signature: Joseph Baxter  
(Corporate Officer)  
Title: President  
Date: July 16 1996

FILED  
96 JUL 18 PM 12:11  
CLERK OF DISTRICT COURT  
ST. AUGUSTINE, FLORIDA

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: Joseph Baxter  
Resident Agent - JOSEPH BAXTER  
Date: July 16, 1996