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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: BAKER ENTERPRISES, INC.

AUDIT NUMBER.....H97000006833

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 28, 1997

EMPIRE CORPORATE KIT COMPANY

SUBJECT: BAKER ENTERPRISES, INC.
REF: W97000009736

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Becky McKnight

FAX Aud. #: H97000006833
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**ARTICLES OF INCORPORATION
FOR**

S. Baker Enterprises, Inc.

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation is S. Baker Enterprises, Inc..

ARTICLE II. PRINCIPAL OFFICE/ MAILING ADDRESS

The street address of the initial principal office is 4401 West Kennedy Blvd., Ste. 300, Tampa, FL 33609.

ARTICLE III. PURPOSE.

To engage in and transact any lawful business for which corporations may be incorporated under Florida General Corporation Act. No other purpose limits this general purpose in any way.

ARTICLE IV. SHARES

The number of shares the corporation is authorized to issue is 100 shares. Such shares shall be of a single class and shall have a par value of \$1.00.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and office of this corporation is:

Nichola G. Ahrens
11812 N. 56th Street
Tampa, FL 33617

ARTICLE VI. INCORPORATOR

The name and address of each incorporator is:

Nichola G. Ahrens 11812 N. 56th Street
Tampa, FL 33617

Prepared by:
Nichola G. Ahrens, Esq.
11812 N. 56th Street
Tampa, FL 33617
(813) 988-4011
FBN 749362

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ARTICLE VII. INITIAL DIRECTOR

The name and address of the initial director is:

Shellina Baker 4401 West Kennedy Blvd., Ste. 300
Tampa, FL 33609

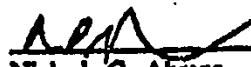
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on April 28, 1997.



Nichola G. Ahrens

ACCEPTANCE AS REGISTERED AGENT

Having been named as Registered Agent for the above-stated corporation, 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 and I accept the duties and obligations of Section 607.0505, Florida Statutes, 1993.



Nichola G. Ahrens
Registered Agent

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