

16 April 1997

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

Express Mail Address:
409 East Gaines Street
Tallahassee, Florida 32301
TEL 904-487-6052

800002149518--1
-04/21/97--01140--016
*****70.00 *****70.00

RE: Gerald Van Baak, Ltd., Inc.

Dear Division of Corporations:

Enclosed please find an original and one copy of the Articles of Incorporation for the above named corporation and a check in the amount of \$70.00 USD which is made payable to the Secretary of State. The check represents the following:

\$35.00	Filing Fee
\$35.00	Registered Agent
\$70.00	Total

200002179792--1
-05/15/97--01052--005
*****8.75 *****8.75

I would appreciate your taking the steps necessary to have this corporation filed in the State of Florida and returning a copy of the Articles of Incorporation to the undersigned.

Gerald Van Baak, President
Gerald Van Baak, Ltd., Inc.
313 1/2 Worth Avenue Building B
Palm Beach, Florida 33480

Best regards, I am
Sincerely,


Gerald Van Baak

Enclosures

W97-9359

5/13

797A
10151

SECRET
DIVISION OF CORPORATIONS
97 MAY 13 PM 4:34

6 May 1997

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

RE: Van Baak, Inc.

Dear Division of Corporations:

Enclosed please find:

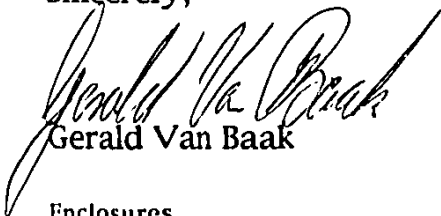
- 1) one original copy of the Articles of Incorporation for the above named corporation,
- 2) one copy of the Articles of Incorporation for the above named corporation
- 3) copy of a Florida Department of State Letter dated 23 April 1997,
- 4) check # in the amount of \$8.75 USD for a Certificate

Please note that the Department of State has already received my check in the amount of \$70.00 USD.

I would appreciate your taking the steps necessary to have this corporation filed in the State of Florida and returning a copy of the Articles of Incorporation to the undersigned.

Gerald Van Baak, President
Van Baak,, Inc.
313 1/2 Worth Avenue Building B
Palm Beach, Florida 33480

Best regards, I am
Sincerely,



Gerald Van Baak

Enclosures

B. REGISTER MAY 13 1997



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 23, 1997

GERALD VAN BAAK
313 1/2 WORTH AVENUE BUILDING B
PALM BEACH, FL 33480

SUBJECT: GERALD VAN BAAK, LTD., INC.
Ref. Number: W97000009359

We have received your document for GERALD VAN BAAK, LTD., INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The use of the abbreviation "Ltd." does not clearly indicate that this is a corporation instead of a partnership. Therefore, please remove the abbreviation "Ltd." from the corporate name.

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) 487-6052.

Vickie Whitfield
Corporate Specialist

Letter Number: 997A00020748

ARTICLES OF INCORPORATION
OF
VAN BAAK, INC.

RECEIVED
CLERK OF DISTRICT COURT
97 MAY 13 PM 4:32
TALLAHASSEE, FLORIDA

ARTICLE 1 - NAME

The name of this corporation shall be Van Baak, Inc. The mailing address shall be 313 1/2 Worth Avenue, Building B, Palm Beach, Florida 33480.

ARTICLE 2 - DURATION

This corporation shall have perpetual existence. The effective date of this corporation shall be the date of filing.

ARTICLE 3 - PURPOSE

This corporation shall be organized for the purpose of transacting any or all lawful business.

ARTICLE 4 - CAPITAL STOCK

This corporation shall be authorized to issue One Thousand (1,00) shares of One (\$1.00) Dollar per value common stock. All of said stock shall be payable in cash, property (real or personal), or labor or services in lieu therefor at a just valuation to be fixed by the Board of Directors.

ARTICLE 5 - PRE-EMPTIVE RIGHTS

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

ARTICLE 6 - INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this corporation shall be 313 1/2 Worth Avenue, Building B, Palm Beach, Florida 33480. The name of the initial registered agent of this corporation shall be Gerald Van Baak.

ARTICLE 7 - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by changing the By Laws, or by enacting a resolution at a meeting of the Board of Directors and shareholders, but shall never be less than one. The name and address of the initial director of this corporation is:

NAME

ADDRESS

Gerald Van Baak

313 1/2 Worth Avenue, Building B
Palm Beach, Florida 33480

ARTICLE 8 - OFFICERS

The initial officer of this corporation shall be:

President / Vice President /
Treasurer / Secretary

Gerald Van Baak
313 1/2 Worth Avenue, Building B
Palm Beach, Florida 33480

ARTICLE 9 - INCORPORATION

The name and address of the person signing these Articles of Incorporation and the principal office address of said corporation shall be:

NAME

ADDRESS

Gerald Van Baak

313 1/2 Worth Avenue, Building B
Palm Beach, Florida 33480

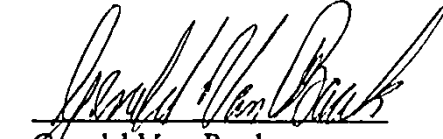
ARTICLE 10 - INDEMNIFICATION

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

ARTICLE 11 - AMENDMENT

This corporation reserves the right to amend, or repeal, any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders shall be subject to this reservation.

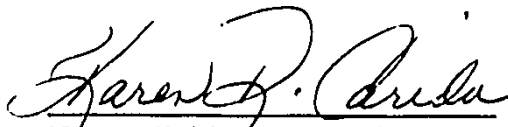
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5 day of May 1997.


Gerald Van Baak
Incorporator / President

STATE OF FLORIDA)
)SS: AFFIDAVIT
COUNTY OF PALM BEACH)

Before me, a Notary Public, authorized to take oaths and acknowledgements in the State and County aforesaid, personally appeared Gerald Van Baak, known to me, and by me, to be the person who executed the forgoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

I WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 5 day of May 1997.


Notary Public - State of Florida

My Commission Expires:



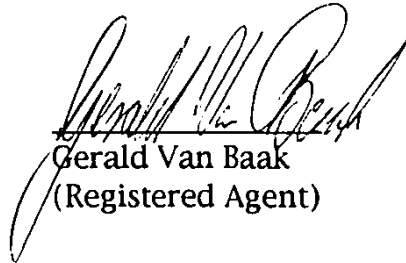
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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

Van Baak, Inc. desiring to organize under the laws of the State of Florida with its principle office, as indicated in the Articles of Incorporation at 313 1/2 Worth Avenue, Building B, Palm Beach, Florida 33480, has named **Gerald Van Baak** whose address is 313 1/2 Worth Avenue, Building B, Palm Beach, Florida 33480, to accept service of process within this State.

ACKNOWLEDGMENT:

Having been name to accept service of process for the above state Corporation, at the place designated in this certificates, I herby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Gerald Van Baak
(Registered Agent)

97 MAY 13 PM 4:34