

/// P97000048388
THE HERRICK COMPANY, INC
///
AN INVESTMENT COMPANY

2295 Corporate Blvd., N.W., Suite 222, P.O. Box 5010, Boca Raton, FL 33431-0810
(561) 241-9880 FAX (561) 241-9887

Morristown, NJ
(201) 539-1390

Beverly Hills, CA
(310) 273-9525

VIA FEDERAL EXPRESS

May 29, 1997

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-05/30/97--01078--001
****140.00 ****140.00

Re: **ARTICLES OF INCORPORATION FOR G-P BAOC, INC.**

Dear Sir or Madam:

Enclosed please find an original and two copies of the Articles of Incorporation of G-P BAOC, Inc., together with a check in the amount of \$140.00 representing the filing fee of \$35.00, registered agent fee of \$35.00, \$17.50 for two (2) Certificates of Status and certified copy fee of \$52.50.

Please return a filed copy of the Articles of Incorporation, the Certificates of Status and the certified copy to me at the above street address via Federal Express. Our Federal Express account number is 1065-0238-2.

Thank you for your assistance with this matter.

Very truly yours,

Sue Deverson

Sue Deverson, CLA
Certified Legal Assistant

/sd

Enclosures

c: Mr. Bob Klein w/enclosure

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97 MAY 30 PM 2:46
FILED
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
G-P BAOC, INC.**

FILED
97 MAY 30 PM 2:46
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is G-P BAOC, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the corporation is 2295 Corporate Boulevard, N.W., Suite 222, Boca Raton, Florida 33431.

ARTICLE III

CAPITAL STOCK

The number of shares of stock that the corporation is authorized to issue is One Hundred (100) shares, at no par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office is c/o The Herrick Company, Inc., 2295 Corporate Boulevard, N.W., Suite 222, Boca Raton, Florida 33431. The name of the corporation's initial registered agent at that office is Norton Herrick.

ARTICLE V

INCORPORATOR

The name and street address of the incorporator of the corporation is Norton Herrick, The Herrick Company, Inc., 2295 Corporate Boulevard, N.W., Suite 222, Boca Raton, Florida 33431.

ARTICLE VI

INITIAL DIRECTOR

The name and street address of the individual who is to serve as the sole initial director of the corporation is:

Norton Herrick

c/o The Herrick Company, Inc.
2295 Corporate Boulevard, N.W.
Suite 222
Boca Raton, Florida 33431

ARTICLE VII

INDEMNIFICATION

The corporation shall indemnify any present or former officer or director or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 29th day of May, 1997.


Norton Herrick
Incorporator

**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

97 MAY 30 PM 2:46

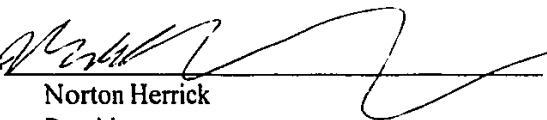
Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of G-P BAOC, Inc., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 29th day of May, 1997.

THE HERRICK COMPANY, INC.

By



Norton Herrick
President