

P97000075228

20 August 1997

Department of State  
Divisions of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Subject: BAKER DAVIDSON INTERNATIONAL, INC.

Enclosed is an original and two (2) copies of the articles of incorporation and a check in the amount of \$ 131.25. This payment includes Filing Fee, Certified Copy and Certificate.

FROM: JANE BARBARA BAKER  
AGENT  
BAKER DAVIDSON INTERNATIONAL, INC.  
251 ROYAL PALM WAY, SUITE 202  
PALM BEACH, FLORIDA 33480

Telephone: 561-820-9336  
Fax: 561-833-2925

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
BAKER DAVIDSON INTERNATIONAL, INC

The undersigned incorporators, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be: BAKER DAVIDSON INTERNATIONAL, INC. The principal place of business of this corporation shall be: 251 Royal Palm Way, Suite 202, Palm Beach, Florida 33480.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in the business of real estate sales, management and leasing and any other related real estate business or businesses which conforms with Florida statutes and the rules and regulations of the Florida Real Estate Commission and other regulating authorities.

ARTICLE III. CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is 6,000 shares at \$1.00 per share.

ARTICLE IV. TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. OFFICERS AND DIRECTORS

The name and street address of the initial officers and directors, who shall hold office the first year of the corporation's existence or until their successors is:

President:	DAVID BAKER LAWRENCE
Secretary/Treasures	247 Seville Rd.
	West Palm Beach, Florida 33405

ARTICLE VI. INCORPORATORS

The name and street address of the Incorporator to these Articles of Incorporation is: DAVID BAKER LAWRENCE  
247 Seville Road  
West Palm Beach, Florida 33405

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 251 ROYAL PALM WAY, SUITE 202, PALM BEACH, FLORIDA 33401, and the name of the initial registered agent of this corporation at that address is JANE BARBARA BAKER

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

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

DAVID BAKER LAWRENCE  
247 Seville Road  
West Palm Beach, Florida 33405

ARTICLE IX. INCORPORATOR

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

DAVID BAKER LAWRENCE  
247 Seville Rd.  
West Palm Beach, Florida 33405

ARTICLE X. BYLAWS

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

ARTICLE XI. RESTRICTIONS ON TRANSFER OF STOCK

6,000 Shares of capital stock of this corporation shall be issued. initially to the following persons and in the amounts set opposite their names:

JANE BARBARA BAKER	2,000 shares
DAVID MURPHY	2,000 shares
Held by the corporation	2,000 shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholders or to this corporation. The prices and terms at which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all of the Shareholders and this corporation

ARTICLE XII. SHAREHOLDERS' MEETING REQUIRED

Any action of the Shareholders of this corporation must be taken at a meeting of Shareholders of this corporation, duly called as provided by law.

ARTICLE XIII. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the Shareholders of this corporation.

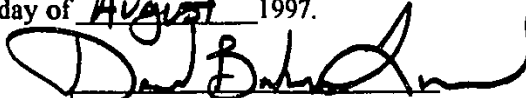
ARTICLE XIV. DIRECTOR QUORUM AND VOTING

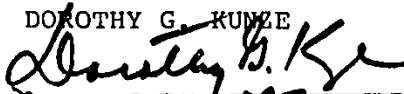
One Director shall initially constitute a quorum for a meeting of Directors until such time that additional Directors are added. With additional Directors, a quorum shall then constitute two for a Directors meeting.

ARTICLE XV. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation on this 23 day of August 1997.

  
DAVID BAKER LAWRENCE

DOROTHY G. KUNZE  
  
Aug. 22, 1997

WITNESS  
DATE

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: BAKER DAVIDISON INTERNATIONAL, INC.
2. The name and address of the registered agent and office is:

JANE BARBARA BAKER  
251 ROYAL PALM WAY, SUITE 202  
PALM BEACH, FLORIDA 33480

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
\_\_\_\_\_  
JANE BARBARA BAKER

8/20/97  
DATE

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA