

EFFECTIVE DATE

12/23/97

**SANDRA A. SUTLIFF**

ATTORNEY AT LAW  
CERTIFIED FINANCIAL MEDIATOR

3440 CONWAY BOULEVARD

SUITE 1-C

PORT CHARLOTTE, FLORIDA 33952

TELEPHONE (941) 43-0046

December 23, 1997

State of Florida  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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-12/26/97--01016--007  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Articles of Incorporation - BaiFlex, Inc.

Dear Sir:

Enclosed please find an original and two copies of Articles of Incorporation for BaiFlex, Inc. Also enclosed is our check in the amount of \$122.50 representing the required filing fees (filing fee \$35.00, designation of and acceptance of registered agent \$35.00, certified copy of the document \$52.50).

If additional information is required or you have any questions regarding this filing, please contact the undersigned immediately.

Sincerely,

  
Sandra A. Sutliff

Attorney at Law

cn  
Enclosures

cc: BaiFlex, Inc.

FILED  
97 DEC 26 PM 3:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12/29/97-74

EFFECTIVE DATE

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**ARTICLES OF INCORPORATION**

**OF**

**BaiFlex, Inc.**

The undersigned adopt(s) these articles of incorporation for purposes of forming a corporation under the Florida Business Corporation Act:

**ARTICLE ONE  
NAME OF CORPORATION**

The name of this corporation is: **BaiFlex, Inc.**

**ARTICLE TWO  
ADDRESS**

The corporation's principal offices are located at 7417 Ficus Tree South, Burnt Store Meadows, Punta Gorda, Florida 33955, which also serves as its mailing address.

**ARTICLE THREE  
PURPOSE**

This corporation is established for any lawful purpose or purposes.

**ARTICLE FOUR  
COMMENCEMENT OF CORPORATE EXISTENCE**

As permitted by section 607.0203 of the Florida Business Corporation Act, the existence of this corporation will commence on the date of subscription and acknowledgement of these articles of incorporation.

**ARTICLE FIVE  
CORPORATE STOCK**

This corporation is authorized to issue 99 shares of voting common stock.

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TALLAHASSEE, FLORIDA

**ARTICLE SIX  
REGISTERED AGENT**

The street address of the initial registered office of the corporation is 7417 Ficus Tree South, Burnt Store Meadows, Punta Gorda, Florida 33955 and the name of its initial registered agent at such address is Robert F. Mellen.

**ARTICLE SEVEN  
DIRECTORS**

The name and address of each of the initial directors of this corporation is:

NAME:	ADDRESS:
John V. Marino II	122 So. Henry Ave. Elkins, WV 26241
Sheila J. Mellen	7417 Ficus Tree South Burnt Store Meadows Punta Gorda, FL 33955
Hong Zhao	212 Westbrook Circle Naperville, IL 60565

The bylaws of the corporation will specify the number of directors that this corporation will have.

**ARTICLE EIGHT  
INCORPORATORS**

The name and address of each incorporator is:

NAME:	ADDRESS:
Sheila J. Mellen	7417 Ficus Tree South Burnt Store Meadows Punta Gorda, FL 33955

**ARTICLE NINE  
AMENDMENT OF ARTICLES OF INCORPORATION**

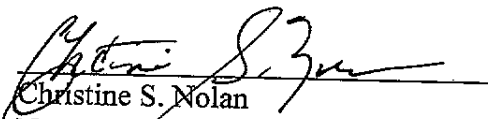
This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 23 day of December, 1997.

  
SHEILA J. MELLEN

STATE OF FLORIDA   )  
COUNTY OF CHARLOTTE )

The foregoing instrument was acknowledged before me this 23 day of December, 1997, by SHEILA J. MELLEN. She has produced her Florida Driver's License as identification and did not take an oath.

  
Christine S. Nolan  
Notary Public - State of Florida  
Commission No.: CC502464

My Commission Expires: 10/17/99

### ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN named to accept service of process for the above stated corporation, the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Business Corporation Act relative to keeping open said office.



ROBERT F. MELLON  
7417 Ficus Tree South  
Burnt Store Meadows  
Punta Gorda, FL 33955

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA