

PA8000019241



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 722688 4329479

AUTHORIZATION :

*Patricia Pygute*

COST LIMIT : \$ 122.50

ORDER DATE : February 27, 1998

ORDER TIME : 10:39 AM

ORDER NO. : 722688-005

CUSTOMER NO: 4329479

CUSTOMER: Ms. Leann Brezinsky  
BAKER & HOSTETLER

300002442533--9

200 South Orange Avenue  
Suntrust Center Suite 2300  
Orlando, FL 32802-0112

DOMESTIC FILING

NAME: BAK DEVELOPMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN-STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 27 PM 1:15

RECEIVED  
98 FEB 27 AM 11:45  
DIVISION OF CORPORATIONS  
*g 2/27/98*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 27 PM 1:16

**Articles of Incorporation  
of  
B A K DEVELOPMENT, INC.**

ARTICLE I

Name and Duration

The name of the Corporation is **B A K DEVELOPMENT, INC.** The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 15350 NW 79th Court, Miami Lakes, Florida 33016.

The mailing address of the Corporation is 1655 NE 115th Street, Unit 41B, Miami, FL 33181.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 2300 Sun Bank Center, 200 South Orange Avenue, in the City of Orlando, County of Orange. The name of the registered agent at such address is A.G.C. Co.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

#### ARTICLE V

##### Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock ("Common Stock") \$.01 par value per share, which shall consist of 5,000 shares of Common A Stock ("Common A Stock"), and 5,000 shares of Common B Stock ("Common B Stock").

2. Each outstanding share of Common A Stock shall be entitled to cast three (3) votes on each matter submitted to a vote of shareholders and each outstanding share of Common B Stock shall be entitled to cast one (1) vote on each matter submitted to a vote of shareholders. Neither Common A Stock nor Common B Stock shall have cumulative voting and nothing herein shall be construed as granting such right.

3. Except for voting rights, Common A Stock and Common B Stock shall have identical rights with respect to all matters, including distribution and liquidation proceeds.

#### ARTICLE VI

##### Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
A.G.C. Co.	2300 Sun Bank Center 200 South Orange Avenue Post Office Box 112 Orlando, Florida 32802

## ARTICLE VII

### Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

Brian Scheinblum  
1655 NE 115th Street, Unit 41B  
Miami, FL 33181

Aarne Langley  
15350 NW 79th Court  
Miami Lakes, FL 33106

David Bassford  
15350 NW 79th Court  
Miami Lakes, FL 33106

## ARTICLE VIII

### Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

## ARTICLE IX

### Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not

amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

#### ARTICLE X

##### Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

#### ARTICLE XII

##### Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Orlando, Orange County, Florida, this 26th day of February, 1998.

A.G.C. Co.

By: 

Kenneth C. Wright  
Vice President

STATE OF FLORIDA       )  
                                  ) SS.  
COUNTY OF ORANGE\_\_\_\_\_)

The foregoing instrument was acknowledged before me this  
26th day of February, 1998, by Kenneth C. Wright of  
A.G.C.C.Co., an Ohio  
corporation, on behalf of the corporation. He/she is personally  
known to me.

(NOTARY SEAL)



Maria S. Roa  
(Notary Signature)  
MARIA S. ROA  
(Notary Name Printed)  
NOTARY PUBLIC  
Commission No. 572240

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 27 PM 1:16

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That B A K Development, Inc. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named A.G.C. Co., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §607.0501, Florida Statutes.

A.G.C. Co.

By: 

Vice President

DATED: February 26, 1998