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FILED

98 MAR -9 AM 9:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 4, 1998

The Department of State
Division of Corporations
Capitol Building
Tallahassee, Fl. 32304

200002450832--5
-03/09/98--01094--001
*****70.00 *****70.00

Gentlemen:

Enclosed, please find the articles of incorporation of **BALDASARE, INC.** Also enclosed is a check in the amount of \$70.00 representing the payment of:

Filing Fees	\$35.00
Registered Agent designation	35.00
	<hr/>
	\$70.00

Please file the original and return a copy at the earliest possible date.

Very Truly Yours,


W. H. Gilmore

Attachments

P. Hall
MAR 11 1998

ARTICLES OF INCORPORATION
OF
BALDASARE, INC.

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The undersigned subscriber to these Articles of Incorporation a natural person competent to contract hereby resolves to form a corporation under the laws of the State of Florida TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is "BALDASARE, INC."

ARTICLE II

The powers, purpose and nature of the business to be transacted by this corporation shall be: The conduct of any lawful business or businesses in any form or combination thereof and to finance the same in any form or combination thereof either within or without the State of Florida, The United States of America, or any other Foreign country or countries.

ARTICLE III

The capital stock of this corporation shall consist of one thousand (1000) shares of common stock with a par value of one dollar (\$1.00) per share.

ARTICLE IV

The corporation is to exist perpetually.

ARTICLE V

The street address of the initial principal office of this corporation shall be 5789 Bent Pine Drive Ste 204, Orlando, FL 32822.

ARTICLE VI

I hereby name Dr. Brent Baldasare, as Resident Agent, and the said Dr. Brent Baldasare, by signature of these Articles of Incorporation does hereby agree to act in said capacity and further agree to comply with the provisions of all statutes relative to the proper and complete performance of His duties. The said Dr. Brent Baldasare is further named as registered agent and the registered office is 5789 Bent Pine Drive Ste 204, Orlando, FL 32822.

ARTICLE VII

The business of the corporation shall be conducted by a board of directors of no less than one Director, and a President, Secretary, Treasurer. Any person may hold one or more offices.

ARTICLE VIII

The name and street addresses of the Board of Directors, the President, Secretary, Treasurer, who shall hold office during the first year of the corporation's existence or until their successors are duly elected and have qualified, are as follows:

DIRECTOR

ADDRESS

Dr. Brent Baldasare

5789 Bent Pine Drive Ste 204, Orlando, FL 32822

ARTICLE VIII
(CONTINUED)

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OFFICER

TITLE

ADDRESS

Dr. Brent Baldasare

Pres/Secr/Treas

5789 Bent Pine Drive Ste 204, Orlando, FL
32822

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IX

The name and address of the Incorporator is follows:

Dr. Brent Baldasare

5789 Bent Pine Drive Ste 204, Orlando, FL
32822

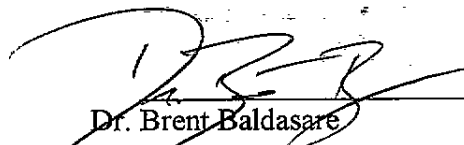
ARTICLE X

The shareholders shall have preemptive right to acquire un-issued or treasury shares of the corporation convertible into or carrying a right to subscribe to or acquire shares as issued by the corporation.

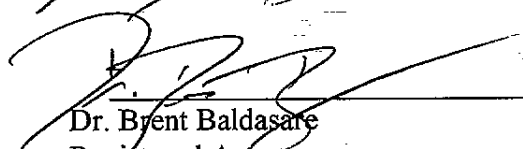
ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by a majority of the shareholders entitled to vote thereon.

IN WITNESS WHEREOF, the subscriber hereto have set his hand and seal this March 5, 1998.



Dr. Brent Baldasare (Seal)



Dr. Brent Baldasare (Seal)
Registered Agent

STATE OF FLORIDA
COUNTY OF SEMINOLE

Before me the undersigned officer, personally appeared Dr. Brent Baldasare to me well known, and known to be the person described herein, and who executed the foregoing Articles of Incorporation, and who acknowledges before me that, he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 5 day of March, 1998.



WYLIE H GILMORE
My Commission CC432525
Expires Jan 08, 1999
Bonded by HAI
800-422-1555

My commission expires



Notary Public