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April 20, 1998

Corporate Records Bureau
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

VIA UPS OVERNIGHT DELIVERY

MAILING ADDRESS:
POST OFFICE BOX 3589
ORLANDO, FLORIDA 32802-3589

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TALLAHASSEE, FLORIDA

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Attention: Division of Corporations
Document Filing Section

Re: Incorporation of ^{Real} THE BARON, INC., a Florida corporation

Ladies and Gentlemen:

I am enclosing with this letter the following documents relating to the incorporation of THE BARON, INC., a Florida corporation.

1. The Articles of Incorporation of THE BARON, INC.
2. This firm's check in the amount of \$122.50 to cover the following items: filing fee, one certified copy of the Articles of Incorporation, and certificate designating registered agent.
3. A copy of the executed Articles of Incorporation to be certified and returned.

Thank you for your assistance in this matter. Of course, in the event you should have any questions with regard to this matter, please feel free to call.

Very truly yours,

Patrick A. McGee

Card (Patrick Sec.) GAVE
AUTHORIZATION BY PHONE TO
CORRECT Corp Name
DATE 4-22-98
DOC. EXAM CB

PAM/cf
Enclosures

CB

ARTICLES OF INCORPORATION

OF
THE REAL BARON, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be

THE REAL BARON, INC.

ARTICLE II - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE III - GENERAL PURPOSES

The general purposes for which the corporation is organized shall be:

(1) To manufacture, construct, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class, and description.

(2) It is intended that the corporation is organized for and may conduct and transact any and all lawful business authorized and not prohibited by the Florida General Corporation Act, as the same may be from time to time amended; provided, however, that notwithstanding the generality of the foregoing, the corporation is not hereby authorized to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair, or exposition business.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding is seventy-five thousand (75,000) shares, which shall be designated as Common Shares with a par value of ten cents (\$.10) per share.

**ARTICLE V - INITIAL REGISTERED OFFICE, AND REGISTERED
AGENT, AND CORPORATE MAILING ADDRESS**

The initial street address of the registered office of the corporation in the State of Florida is 3708 S. John Young Parkway, Suite C, Orlando, FL 32809. The name of the initial registered agent of the corporation at such address is John R. Von Achen. The mailing address of the corporation shall be 3708 S. John Young Parkway, Suite C, Orlando, FL 32809.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of the corporation shall be one (1).

B. The number of directors of the corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than the minimum number of directors required by applicable law.

C. The name and address of the initial member of the Board of Directors, who shall hold office until his successor is duly elected and has qualified, is:

| <u>Name</u> | <u>Address</u> |
|-------------------|--|
| John R. Von Achen | 3708 S. John Young Parkway, Suite C Orlando, FL 32809 |

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator of the corporation is:

| <u>Name</u> | <u>Address</u> |
|-------------------|--|
| John R. Von Achen | 3708 S. John Young Parkway, Suite C Orlando, FL 32809 |

ARTICLE VIII - CUMULATIVE VOTING

At the election of directors, each shareholder of the corporation entitled to vote thereon shall be allowed to vote the shares held by such shareholder cumulatively so as to give one candidate as many votes as is equal to the number of directors to be elected multiplied by the number of shares held by such shareholder, or to distribute such votes on the same principle among as many candidates as the shareholder may wish.

ARTICLE IX - BY-LAWS

The power to adopt, amend, or repeal By-Laws for the management of the corporation shall be vested solely in the shareholders of the corporation.

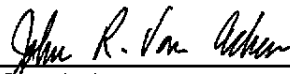
ARTICLE X - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Orlando, Florida, this 20th day of April, 1998.



John R. Von Achen

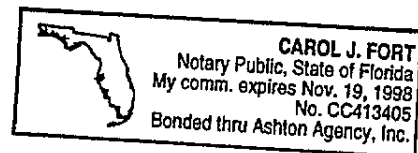
STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 20th day of April, 1998, by John R. Von Achen, who is personally known to me or ~~who has produced~~ _____
_____ as ~~identification~~, and who (did/did not) take an oath.

NOTARY PUBLIC:



(signature)
(print name)
My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned, McGee & Powers, P.A., as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that it is familiar with and accepts the obligations imposed pursuant to § 607.0505 of the Florida General Corporation Act.



John R. Von Achen

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA