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ATTORNEYS AT LAW  
FIRST UNION FINANCIAL CENTER  
200 SOUTH BISCAYNE BOULEVARD  
SUITE 1050  
MIAMI, FLORIDA 33131-2394  
TELEPHONE: (305) 371-3100  
TELECOPIER: (305) 371-2024

June 9, 1998

[ Via UPS ]



Schantz,  
Schatzman,  
Aaronson &  
Perlman, P.A.

FLORIDA SECRETARY OF STATE  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

100002554651--S  
-06/10/98--01044--023  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Bauco Corp.

Gentlemen:


Enclosed herewith please find original Articles of Incorporation of the above corporation, together with a firm check payable to your order in the sum of \$122.50.

Would you please be good enough to file the enclosed Articles of Incorporation and send me a copy thereof after filing. I have enclosed a self-addressed stamped envelope for your convenience.

Please call me should you have any questions to the foregoing.

Sincerely,

SCHANTZ, SCHATZMAN, AARONSON & PERLMAN, P.A.

  
IRVING SHIMOFF  
Of Counsel

IS/cc  
Enclosures

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN 10 AM 8:49

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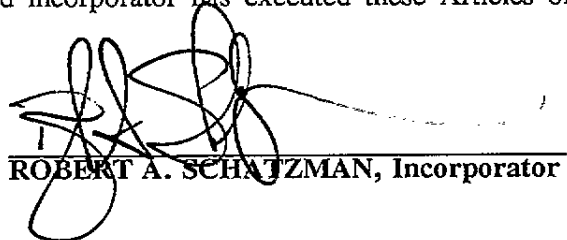
**ARTICLES OF INCORPORATION**  
**OF**  
**BAUCO CORP.**

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DIVISION OF CORPORATIONS  
98 JUN 10 AM 8:50

The undersigned incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the Corporation is BAUCO CORP. (the "Corporation").
- SECOND:** The street address of the initial principal office and mailing address of the Corporation is c/o Robert A. Schatzman, 200 South Biscayne Boulevard, Suite 1050, Miami, Florida 33131.
- THIRD:** The Corporation is authorized to issue 7,500 shares of common stock, par value \$1.00 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is 200 South Biscayne Boulevard, Suite 1050, Miami, Florida 33131, and the registered agent at that address is Robert A. Schatzman.
- FIFTH:** The name and address of the incorporator of the Corporation is Robert A. Schatzman, 200 South Biscayne Boulevard, Suite 1050, Miami, Florida 33131.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- EIGHTH:** The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.
- NINTH:** The corporate existence of the Corporation shall commence upon the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9 day of June, 1998.

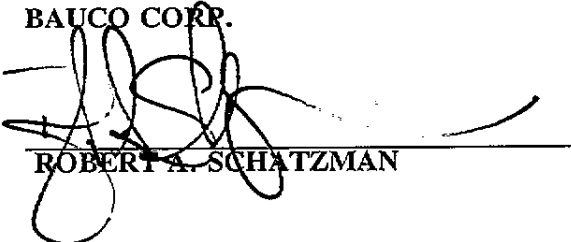
  
ROBERT A. SCHATZMAN, Incorporator

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98 JUN 10 AM 8:50

ARTICLES OF APPOINTMENT  
OF  
REGISTERED AGENT

I hereby accept the appointment as Registered Agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

BAUCO CORR.



ROBERT A. SCHATZMAN

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