

THOMAS O. MICHAELS
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P98000078522

August 31, 1998

Secretary of State
Division of Corporations
409 E. Gains Street
Tallahassee, FL 32301


Re: RICK BAKER CONSTRUCTION, INC.

Dear Sir or Madam:

Enclosed herewith please find the original and one (1) copy of Articles of Incorporation for the above styled corporation which needs to be filed with your office, as well as our check in the amount of Seventy (\$70.00) Dollars for filing costs. After the Articles of Incorporation have been filed, please return the copy with the stamped confirmation of filing in the self-addressed stamped envelope enclosed for your convenience.

Do not hesitate to contact our office if you have any questions or require further information.

Sincerely yours,


Thomas O. Michaels, Esq.

TOM/sb
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH SEP 11 1998

ARTICLES OF INCORPORATION

OF

RICK BAKER CONSTRUCTION, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act hereby adopts the following Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation is: **RICK BAKER CONSTRUCTION, INC.**

ARTICLE II
DURATION

The term of the existence of the corporation is perpetual, and shall commence on the date of filing of these Articles.

ARTICLE III
PURPOSE

The purpose of which the corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares that the corporation has authority to issue is 500 all of which shall be common shares with a par value of \$1.00 per share.

ARTICLE V
SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code, and the initial board of directors are hereby authorized, directed and empowered to so qualify the stock under the appropriate sections of the Internal Revenue Code.

Prepared By:

Thomas O. Michaels, Esq.
1370 Pinehurst Road
Dunedin, Florida 34698
(727) 733-8030
FL Bar No. 270830

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ARTICLE VI
PRINCIPAL OFFICE AND
REGISTERED OFFICE

The principal office, if known, or the mailing address of the corporation is 940 Woodland Drive, Palm Harbor, Florida 34683.

The street address of the initial registered office of the corporation is 1370 Pinehurst Road, Dunedin, Florida 34698 and the name of the initial registered agent at that address is Thomas O. Michaels, Esq.

ARTICLE VII
DIRECTORS/OFFICERS

The initial board of directors of the corporation shall consist of at least one (1) member.

The name and address of the first board of director(s) are:

Rickey G. Baker, 940 Woodland Drive, Palm Harbor, Florida 34683.

The name and address of the initial officers of this Corporation are:

Rickey G. Baker, President, Treasurer, and Secretary, 940 Woodland Drive, Palm Harbor, Florida 34683, and

Robin L. Baker, Vice-President and Assistant Treasurer, 940 Woodland Drive, Palm Harbor, Florida 34683

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator is: RICKEY G. BAKER of 940 Woodland Drive, Palm Harbor, Florida 34683.

ARTICLE IX
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any

amendment to them, and any right conferred upon the shareholders is subject to this reservation.

Dated this 1 day of Sept, 1998.

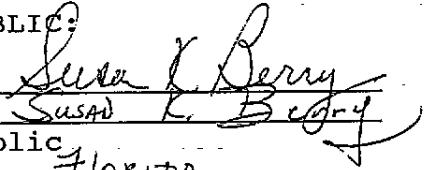

Rickey G. Baker, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 1ST day of SEPTEMBER 1998, by Rickey G. Baker, who is personally known to me or who have produced Florida Driver's License as identification and who did take an oath, and acknowledged to and before me that he has executed the foregoing instrument for the purposes therein expressed.

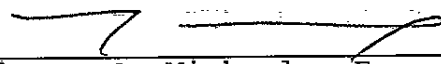
SUSAN K. BERRY
Notary Public, State of Florida
My Commission Expires April 25, 1999
Comm. # CC 454856

NOTARY PUBLIC:

Sign 
Print Susan K. Berry
Notary Public
State of FLORIDA
My Commission Expires:
(Seal, if applicable)

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.


Thomas O. Michaels, Esq., Registered Agent

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