

P98000102019



ACCOUNT NO. : 072100000032

REFERENCE : 047818 4329479

AUTHORIZATION : Patricia Pigut

COST LIMIT : \$ 78.75

ORDER DATE : December 1, 1998

ORDER TIME : 12:44 PM

800002699148--1

ORDER NO. : 047818-005

CUSTOMER NO: 4329479

CUSTOMER: Jeffrey Decker, Esq  
BAKER & HOSTETLER  
BAKER & HOSTETLER  
200 South Orange Avenue  
Suntrust Center Suite 2300  
Orlando, FL 32802-0112

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC -1 PM 12:44

DOMESTIC FILING

NAME: BAEDER CONSTRUCTION, 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 Reynolds

EXAMINER'S INITIALS:

524  
W98-26841

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98 DEC -1 PM 1:12  
DIVISION OF CORPORATIONS

12/8/98



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

FL 32801  
200 South  
RECEIVED

98 DEC -8 AM 8:18

December 1, 1998

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: BAEDEKER CONSTRUCTION, INC.  
Ref. Number: W98000026841

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for BAEDEKER CONSTRUCTION, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

Please list the full address for the Registered Office and Agent in Article III.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 498A00056925

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**Articles of Incorporation  
of  
Baedeker Construction, Inc.**

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ARTICLE I  
Name and Duration

The name of the Corporation is Baedeker Construction, 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 3050 S. Hopkins Avenue, Titusville, Florida 32780.

ARTICLE III  
Registered Office and Agent

The address of the registered office in the State of Florida is 200 South Orange Avenue, SunTrust Center, Suite 2300, Orlando, Florida 32801. 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 one hundred (100) shares of Common Stock ("Common Stock"), \$.01 par value per share.

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.	200 South Orange Avenue SunTrust Center, Suite 2300 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 as provided 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 name and mailing address of the person who shall serve as the sole director of the Corporation until the first annual meeting of the shareholders is as follows:

<u>Name</u>	<u>Address</u>
David Boland	3050 S. Hopkins Avenue Titusville, Florida 32780

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 XI  
Transfer of Shares

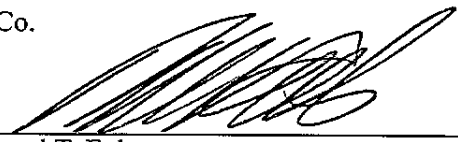
If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock 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 30th day of November, 1998.

"Incorporator"

A.G.C. Co.

By:   
Richard T. Fulton  
Vice President

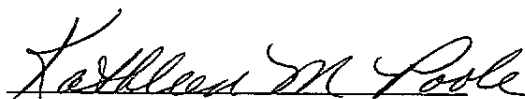
STATE OF FLORIDA       )  
                                  ) SS.  
COUNTY OF ORANGE    )

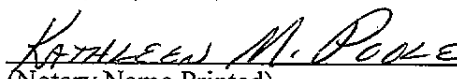
The foregoing instrument was acknowledged before me this 30th day of November, 1998, by Richard T. Fulton, as vice president of A.G.C. Co, an Ohio corporation, who is personally known to me or has produced \_\_\_\_\_ as identification.

(NOTARY SEAL)



Kathleen M. Poole  
MY COMMISSION # CC777312 EXPIRE  
September 22, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

  
(Notary Signature)

  
(Notary Name Printed)  
NOTARY PUBLIC  
Commission No. \_\_\_\_\_

REGISTERED AGENT CERTIFICATE

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

That Baedeker Construction, 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, I hereby accept to act in this capacity, and agree to comply with the provision of said statute relative to keeping open said office, and further states he is familiar with §607.0501, Florida Statutes

A.G.C. Co.

By: \_\_\_\_\_

Richard T. Fulton  
Vice President

DATED: November 30, 1998

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC -1 PM 12:45