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LAW OFFICES

ROBERT H. ASCHHEIM, P.A.

2999 Northeast 191 Street
Penthouse 6
Aventura, Florida 33180

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 21 PM 4:01

Tel (305) 937-0051

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January 19, 1999

Secretary of State
Division of Corporations
P.O. Box 6237
Tallahassee, FL 32301

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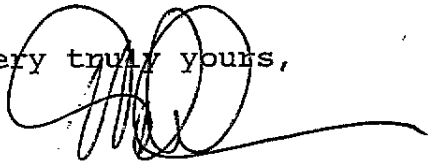
RE: BAX, INC.

Madam or Sir:

Enclosed find the Articles of Incorporation for the above referenced corporation together with check in the sum of \$72.50.

Please file same and return a copy to the undersigned. Thank you.

Very truly yours,


ROBERT H. ASCHHEIM

- Encls. 1. Articles of Incorporation
 2. Check in the sum of \$72.50

D. BROWN JAN 26 1999

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 21 PM 4:01

ARTICLES OF INCORPORATION

OF

BAX, INC.

ARTICLE I

CORPORATE NAME

The name and principal address and mailing address of the Corporation is: BAX, INC., 10004 Pines Boulevard, Pembroke Pines, FL 33024.

ARTICLE II

NATURE OF CORPORATE BUSINESS

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of One Thousand (1,000) shares of one class of common stock having a par value of One (\$1.00) Dollar per share.

PREPARED BY:
ROBERT H. ASCHHEIM, ESQ.
2999 NE 191 STREET, PH 6
AVENTURA, FL 33180
FLA. BAR # 167432

ARTICLE IV

PREEMPTIVE RIGHTS

All Shareholders of the Corporation shall be vested with full preemptive rights.

ARTICLE V

INITIAL REGISTERED AGENT
AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida are: DAVID TUCHINSKY
10004 Pines Boulevard, Pembroke Pines, FL 33024.

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all requirements of law pertaining thereto.



DAVID TUCHINSKY
Registered Agent

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DIVISION OF CORPORATIONS
99 JAN 21 PM 4:01

ARTICLE VI

INITIAL BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

Any and all of the powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have one director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the by-laws of the corporation.

The name and address of the Initial Director who shall hold office until a successor has been chosen shall be:

DAVID TUCHINSKY 10004 Pines Boulevard, Pembroke Pines, FL 33024.

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles is: DAVID TUCHINSKY 10004 Pines Boulevard, Pembroke Pines, FL 33024.

IN WITNESS WHEREOF, the undersigned incorporator has
executed these Articles of Incorporation this 19th day of
January, 1999.



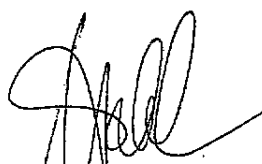
DAVID TUCHINSKY
Incorporator

STATE OF FLORIDA

COUNTY OF BROWARD

) SS:

The foregoing instrument was acknowledged before me this 19
day of January, 1999, by DAVID TUCHINSKY, who is personally known
to me or who has produced _____ as
identification.



Notary Public

My Commission Expires:

