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(Requestor's Name)

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PICK-UP WAIT MAIL

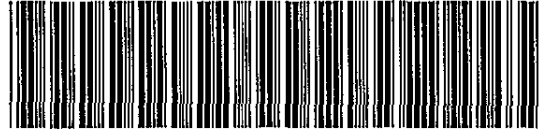
(Business Entity Name)

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MEMBER OF FLORIDA
AND D.C. BARS

LAWRENCE H. KATZ
ATTORNEY AT LAW, P.A.
SUITE 120
341 NORTH MAITLAND AVENUE
MAITLAND, FLORIDA 32751
(407) 539-1811
(407) 539-1466 FAX

FED. I.D. # 59-3436548

April 12, 2005

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Behr Capital Group, Inc.

Gentlemen:

Enclosed you will find two original Articles of Incorporation for the above named entity including Resident Agent form. Also, please find my check in the amount of \$78.75 representing \$35.00 filing fee, \$35.00 for filing of Resident Agent certificate and \$8.75 for a certified copy of the Articles of Incorporation. Once filed please return to me the certified copy.

Thanking you in advance for all your kind assistance.

Yours very truly,



Lawrence H. Katz

LHK/gr
Enc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BEHR CAPITAL GROUP, INC.

I, the undersigned, being a natural person of legal age, do hereby desire to form a Corporation under the Laws of the State of Florida, and do hereby adopt the following Articles of Incorporation.

1. **NAME.** The name of the Corporation shall be BEHR CAPITAL GROUP, INC., a Florida Corporation.

2. **PRINCIPAL OFFICE OR MAILING ADDRESS.** The Principal Office of the corporation shall be and its mailing address shall be: P. O. Box 2178, Windermere, Florida 34786. The Principal Office and mailing address may be changed from time to time by the Board of Directors.

3. **STOCK.** The maximum number of shares of stock of this Corporation which this Corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$.01 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors of this Corporation.

4. **INITIAL REGISTERED OFFICE AND AGENT.** The street address of the initial registered office of this Corporation is and the name of the initial registered agent of this Corporation at that address is:

Lawrence H. Katz
341 N. Maitland Avenue
Suite 120
Maitland, Florida 32751

5. **BOARD OF DIRECTORS.** The business of the Corporation shall be conducted and managed by a Board of Directors consisting of not less than one member, as fixed from time to time by the By-Laws of this Corporation and the Board of Directors shall be elected or appointed as provided in the By-Laws of this Corporation.

6. **INCORPORATOR.** The name and address of the Incorporator(s) is as follows:

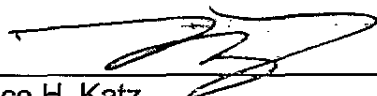
<u>NAME</u>	<u>ADDRESS</u>
Lawrence H. Katz	341 N. Maitland Avenue Suite 120 Maitland, Florida 32751

7. **BY-LAWS.** The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

8. **INDEMNIFICATION.** Every Director, Officer, employee or agent of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorney's fees reasonably incurred or by reason of their being imposed upon him or her, in connection with any proceeding to which he or she may be made a party or in which he or she may become involved by reason of his or her employment or by reason of his or her being or having been a Director, Officer, employee or agent of the Corporation, or any settlement thereof, whether or not he or she is a Director, Officer, employee or agent at the time such expenses are incurred, except in such cases wherein the Director, Officer, employee or agent is adjudged liable for gross negligence or willful and wanton misconduct in the performance of his or her duties as such Officer, Director, employee or agent. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, Officer, employee or agent may be entitled.

9. **AMENDMENT.** The Corporation reserves the right to amend, alter, change, repeal and revise any of the provisions of this Corporation's Articles of Incorporation in the manner now, or hereafter prescribed by statute and all rights conferred on shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 11th day of April, 2005.

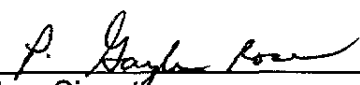


Lawrence H. Katz

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgements, personally appeared Lawrence H. Katz, known to me to be the person described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: personally known and that an oath was not taken.

WITNESS my hand and official seal in the County and State last aforesaid this 11th day of April, 2005.



Notary Signature


Printed Notary Signature  P. Gayle Rose
Commission # DD132354
Expires July 8, 2006
Bonded Thru
Atlantic Bonding Co., Inc.
MY COMMISSION EXPIRES:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING
UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that BEHR CAPITAL GROUP, INC., desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the City of Orlando, County of Orange, State of Florida, has named Lawrence H. Katz, 341 N. Maitland Avenue, Suite 120, Maitland, Florida 32751, as its agent to accept process within this state.

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



Lawrence H. Katz, Resident Agent

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U.S. DEPARTMENT OF JUSTICE
WASHINGTON, D.C. 20535