

Law Offices
FRANK P. MEHOK, JR. P.A.
610 E. Atlantic Avenue
Delray Beach, Florida 33483

Frank P. Mehok, Jr.
Attorney at Law

Telephone (561)272-6770
Fax (561)272-6675

P980000 83052

September 21, 1998

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32374

600002647776--4
-09/24/98--01009--002
***122.50 ***122.50

RE: TELESIS GROUP, INC.

Dear Secretary of State:

Enclosed herewith for filing is an original and one copy of the ARTICLES OF INCORPORATION for TELESIS GROUP, INC.

Also enclosed is a check in the sum of \$122.50 which represents the following fees:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
Total	<u>\$122.50</u>

Please return a certified copy of the ARTICLES OF INCORPORATION to the undersigned in the enclosed, addressed, stamped envelope.

With very best regards,


Frank P. Mehok, Jr.

FPMjr/vgb

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 24 AM 7:56

B. BROCK SEP 25 1998

98 SEP 24 AM 7:56

ARTICLES OF INCORPORATION
OF
TELESIS GROUP, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby associates themselves to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation is TELESIS GROUP, INC.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity permitted under the laws of the United States or of the State of Florida.

ARTICLE III - ADDRESS OF PRINCIPAL PLACE OF BUSINESS

The initial post office address of the principal place of business of this corporation in the State of Florida is: 3345 Oleander Way, Gulfstream, Florida 33483.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share. The whole or any part of the capital stock of this corporation may be paid for in lawful money of the United States of America or in property, labor or services at a just valuation to be fixed by the Directors.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be not less than Five Hundred (\$500.00) Dollars.

ARTICLE VI- TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII - DESIGNATION OF REGISTERED AGENT AND OFFICE

The Registered Agent shall be: THOMAS F. SCANNELL, 3345 Oleander Way, Gulfstream, Florida, 33483.

ARTICLE VIII - SUBSCRIBER

The names and address as of the subscribers of these Articles of Incorporation, the number of shares of stock they each agree to take and the value of the consideration therefore is:

<u>Name of Subscriber</u>	<u>Address</u>	<u>Shares</u>	<u>Consideration Not Less Than</u>
David W. Bauer	411 NE 8th Ave Delray Beach Florida 33483	250	\$250.00
Thomas F. Scannell	3345 Oleander Way Gulfstream Florida 33483	250	\$250.00

ARTICLE IX - DIRECTORS

This corporation shall have not less than one nor more than five (5) directors. The number of directors may be increased from time to time by by-laws adopted by the stockholders.

ARTICLE X - INITIAL DIRECTORS

The persons named below shall be the first directors of the corporation and shall serve as such until their respective successors are duly elected and qualified:

<u>Name</u>	<u>Address</u>
David W. Bauer	411 NE 8th Ave Delray Beach FL 33483
Thomas F. Scannell	3345 Oleander Way Avenue Gulfstream, FL 33483

ARTICLE XI - STOCK PLAN

The subscribers to this agreement do hereby agree that they shall cause the corporation to adopt prior to payment for or issuance of any shares of stock of the corporation a Section 1244 Stock Plan covering those shares to be issued pursuant to this agreement.



David W. Bauer



Thomas F. Scannell

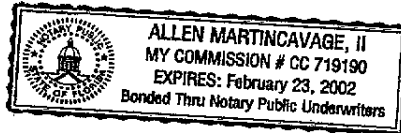
STATE OF FLORIDA)
 :SS
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared DAVID W. BAUER and THOMAS F. SCANNELL, to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 18 day of SEPT., 1998.

My Commission Expires:

Allen Martincavage II
Notary Public
State of Florida at Large



CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.

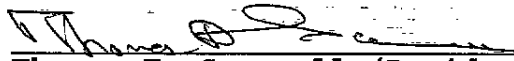
* * * * *

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

First -- That TELESIS GROUP, INC. desiring to
organize under the laws of the State of Florida with its
registered office, as indicated in the Articles of Incorporation,
to be at 3345 Oleander Way, at the City Gulfstream, County of
Palm Beach, State of Florida, has named Thomas F. Scannell,
located at 3345 Oleander Way, City of Gulfstream, County of Palm
Beach, State of Florida 33483, as its agent to accept
service of process within this State.

ACKNOWLEDGMENT:

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


Thomas F. Scannell (Resident Agent)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
1998 SEP 21 AM 7:56