

P00000009927

THE RE-ATUM GROUP, INC.

January 21, 2000

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

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-01/24/00--01134--004
*****87.50 *****87.50

RE: Incorporation of the Re-Atum Group, Inc.

Dear Sir or Madam:

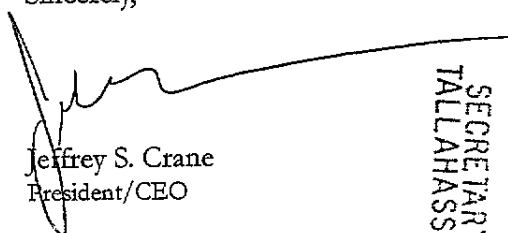
Enclosed are the original and one copy of the Articles of Incorporation for the above-referenced proposed Florida Corporation. Also enclosed is a check in the amount of \$87.50, representing payment of the following items:

Filing Fee, Certified Copy Fee & Certificate of Status	\$ 52.50
Registered Agent Fee	\$ 35.00
TOTAL	\$ 87.50

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

If the fees stated above have changed, or if there is anything further you require, please advise at your earliest convenience. Thank you for your kind assistance in this matter.

Sincerely,


Jeffrey S. Crane
President/CEO

FILED
00 JAN 24 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
RE-ATUM GROUP, INC.**

FILED
00 JAN 24 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby subscribe to, acknowledge and file the following Articles of Incorporation, for the purpose of creating a corporation under the Laws of the State of Florida.

ARTICLE I- NAME

The name of this corporation is: Re-Atum Group, INC., a Florida corporation.

ARTICLE II- PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which a corporation may be incorporated under Chapter 607 Florida Statutes.

ARTICLE III- CAPITAL STOCK

This corporation is authorized to issue 1000 shares of no par value stock, which shall be designated as "Capital Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at the just valuation to be fixed by the Board of Directors.

Mr. Jeffrey S. Crane shall be issued 100% of the initial issuance of shares of the corporation.

ARTICLE IV- VOTING

Except otherwise provided by law, the entire voting power for the election of directors and all other purposes shall be vested exclusively in the holders of the outstanding Capital Shares, with one vote to be cast per share.

ARTICLE V- TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI- STATUS

This corporation elects Sub-Chapter "C" status according to applicable State and Federal Laws.

ARTICLE VII- TERMS

This corporation shall commence at the time of filing of these articles and shall have perpetual existence.

ARTICLE VIII- PREEMPTIVE RIGHTS

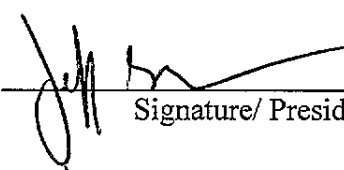
Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE IX- PRINCIPAL OFFICE AND RESIDENT AGENT

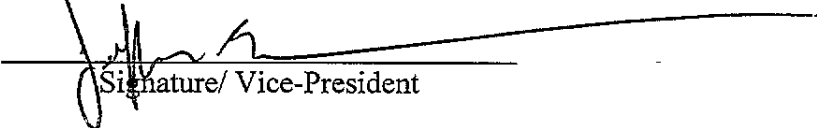
The address of the principal(s) office and the initial street address, in this state, of this Corporation is 205 SW 75th Street, #1-S, Gainesville, Florida 32607; and the name and address of the initial registered agent of this corporation is:

President/CEO
Jeffrey S. Crane, MPA
205 SW 75th St., #1-S
Gainesville, Florida 32607

President/CEO
Jeffrey S. Crane, MPA
205 SW 75th St., #1-S
Gainesville, Florida 32607



Signature/ President



Signature/ Vice-President

The Name and address of the initial registered agent shall be:

Jeffrey S. Crane, MPA
205 SW 75th St., #1-S
Gainesville, Florida 32607

ARTICLE X- INCORPORATORS

This corporation shall have at least (2) directors initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the corporation be managed by the shareholders. The names and addresses of the initial incorporators who is signing these articles of this incorporation is as follows:

President/CEO
Jeffrey S. Crane, MPA
205 SW 75th St., #1-S
Gainesville, Florida 32607

Vice President/COO
Jeffrey S. Crane, MPA
205 SW 75th St., #1-S
Gainesville, Florida 32607

All of the said Directors and Officers are of full age and both are citizens of the United States.

ARTICLE XII- INDEMNIFICATION

Every person who now is or hereafter shall be Director or Officer of the corporation shall be indemnified by the corporation against all cost and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he is made party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as matter of law.

ARTICLE XIII- DISCLOSURE

No contract or other transaction between this corporation and other corporation, and no act of this corporation shall in no way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall been known to the Board of Directors or a majority thereof. Any director of this corporation who is also a director or officer of such corporation, who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation.

ARTICLE XIV- BY-LAWS

The Board of Directors of this corporation may provide such By-Laws for the conduct of the business of the corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the By-Laws may be amended, altered or rescinded by majority vote of the shareholders present at any regular meeting or special meeting called for that purpose, subject to any limitations set forth in the laws of Florida concerning corporate action that must be authorized or approved by members of the corporation.

ARTICLE XV- AMENDMENTS

An amendment to the Articles of Incorporation may be proposed by any shareholder of the corporation, but such amendments may be adopted only after receiving an affirmative vote of the majority of the shareholders.

ARTICLE XVI- INDEBTEDNESS

All issued capital shares of this corporation shall be deemed fully paid and non-assessable. The private property of the stockholders shall not be subject to the payment of the Corporate debts to any extent whatsoever.

The undersigned has (have) executed these Articles of Incorporation this
21 day of JANUARY, 2000.

[Signature]
Signature/ President

BEFORE ME, the undersigned authority, personally appeared JEFFREY S. CRANE, who is personally known to me. I am duly authorized to administer oaths and take acknowledgements, executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 21st day of January, 2000.

[Signature]
NOTARY PUBLIC, State of Florida

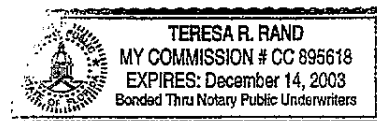


The undersigned has (have) executed these Articles of Incorporation this
21 day of JANUARY, 2000

[Signature]
Signature/ Vice-President

BEFORE ME, the undersigned authority, personally appeared JEFFREY S. CRANE, who is personally known to me. I am duly authorized to administer oaths and take acknowledgements, executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 21st day of January, 2000.

[Signature]
NOTARY PUBLIC, State of Florida



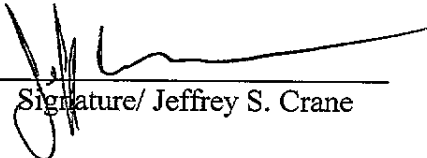
**Certification of Designation
Registered Agent / Registered Office**

FILED
00 JAN 24 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statements in designating the registered office / registered agent, in the State of Florida

1. The name of the corporation is: **RE-ATUM GROUP, INC.**
2. The name and address of the registered agent and office is:

Jeffrey S. Crane, MPA
205 SW 75th St., #1-S
Gainesville, Florida 32607

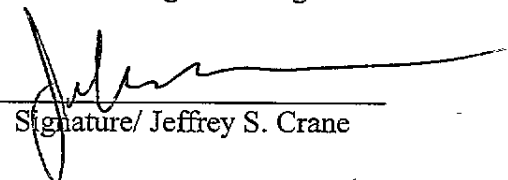


Signature/ Jeffrey S. Crane

Title: President/CEO

Date: 21 Jan 2000

Having been named as registered agent and to accept service process for the above stated corporation at the place designated in the certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



Signature/ Jeffrey S. Crane

Date: 21 Jan 2000