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Law Offices
JOHN W. FIELD, P. A.

SUITE 100
461 EAST HILLSBORO BOULEVARD
DEERFIELD BEACH, FLORIDA 33441

JOHN W. FIELD
ATTORNEY AT LAW

EFFECTIVE DATE
3-1-00

TELEPHONE (954) 725-0207
FACSIMILE (954) 725-0208

February 28, 2000

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

100003154761--4
-03/02/00--01079--010
*****78.75 *****78.75

RE: Incorporation for: The Crosby Group, Inc.

Dear Sir or Madam:

Enclosed is a check in the amount of \$78.75 for the formation of a corporation under the name of The Crosby Group, Inc. The address for the corporation is 2640 Gately Dr. West, Villa 204, West Palm Beach, FL 33415.

The number of authorized shares (if other than 10,000) 100.

The par value (if other than \$.01) No Par

The name of the registered agent is Bud Crosby, 2640 Gately Drive West, Villa 204, W. Palm Beach, FL 33415.

The names of Initial Board of Directors: Bud Crosby and Ann Crosby. The effective date of incorporation: March 1, 2000. The fiscal year will end December 31, 2000.

The names of the shareholders and number of shares owned are:

Bud Crosby - 95 shares
Ann Crosby - 5 shares

The Officers of the Corporation are:

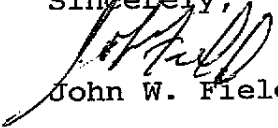
Bud Crosby - President, Treasurer
Ann Crosby - Vice-President, Secretary

Month of annual meeting - January

Please forward the documents directly to this office.

Thank you for your kind courtesies.

Sincerely,


John W. Field

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAR -2 AM 10:04

FILED

W 28758



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 8, 2000

JOHN W FIELD ESQUIRE
461 E HILLSBORO BLVD STE 100
DEERFIELD BEACH, FL 33441

SUBJECT: THE CROSBY GROUP, INC.
Ref. Number: W00000006255

See Attached
[Signature]

We have received your document for THE CROSBY GROUP, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

*SEE
PARA 3
H
ENCLOSED* → You must list at least one incorporator with a complete business street address.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

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) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 100A00012975

THE CROSBY GROUP, INC.

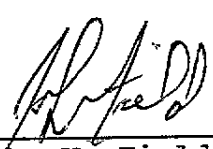
ARTICLES OF INCORPORATION

The following Articles of Incorporation have been adopted at the initial meeting of the Shareholders and the was a quorum present:

1. The corporate name is The Crosby Group, Inc., located at 2640 Gately Drive West, Villa 204, West Palm Beach, FL 33415.
2. The number of shares to be issued are 100 no par value.
3. The name of the Incorporator and Registered Agent is Bud Crosby, 2640 Gately Drive West, Villa 204, West Palm Beach, FL 33415.
4. The names of the Initial Board of Directors are: Bud Crosby and Ann Crosby.
5. The names of the shareholders and number of shares owned are: Bud Crosby - 95 shares and Ann Crosby - 5 shares.
6. The Officers of the Corporation are: Bud Crosby - President, Treasurer and Ann Crosby - Vice President, Secretary.
7. The annual meeting is January.
8. The corporation is authorized to transact general commerce.

There being no further business to be transacted, the Shareholders Meeting was adjointed.

Dated: February 28, 2000

By: 
John W. Field, Esq.
Acting Secretary

FILED
00 MAR -2 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: -The Crosby Group, Inc.

2. The name and address of the registered agent and office is:

Bud Crosby

(Name)

2640 Gately Drive West, Villa 204

(P.O. Box NOT acceptable)

West Palm Beach, FL 33415

(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

100 MAR - 2 AM 10:05

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this 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

Bud Crosby
BUD CROSBY

DATE

2/28/2000

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314