

CHARLES P. RANDALL, P.A.

ATTORNEY AT LAW

ROYAL PALM TOWERS III, SUITE 5AB
1600 SOUTH DIXIE HIGHWAY
BOCA RATON, FLORIDA 33432

TELEPHONE (561) 750-5050

FAX (561) 750-7272

March 20, 2000

CHARLES P. RANDALL
ALSO ADMITTED CALIFORNIA
AND FEDERAL TRIAL BARS


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

Re: The Bandel Group, Inc.

Dear Sir/Madam:

Enclosed please find my check in the amount of \$122.50 covering the cost of filing the above captioned corporation. Please call if you have any questions.

Very truly yours,



CHARLES P. RANDALL

CPR:js

\Secretary3.20

FILED
00 MAR 23 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4000003181334- - 1
-03/23/00--01103--002
****122.50 *****78.75

CB
2-27-00

ARTICLES OF INCORPORATION
OF
THE BANDEL GROUP, INC.

ARTICLE I - NAME

The name of this Corporation is THE BANDEL GROUP, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing immediately.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the registered agent and the principal office of this Corporation is:

Charles P. Randall
1600 So. Dixie Hwy., #500
Boca Raton, Fl. 33432

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

FILED
00 MAR 23 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - BY-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any Officer, Director, Incorporator or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

Every stockholder, eligible to be a shareholder of the Corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

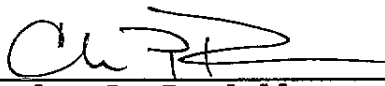
ARTICLE X - INCORPORATOR

The name and address of the incorporator signing these Articles is Charles P. Randall, Royal Palm Towers III, Suite 500, 1600 So. Dixie Hwy., Boca Raton, FL 33432.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20 day of March, 2000.



Charles P. Randall

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept Service of Process for the above named Corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned individual agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

DATED this 20 day of March, 2000.

By: Charles P. Randall

Charles P. Randall
(Registered Agent)

STATE OF FLORIDA)
COUNTY OF PALM BEACH) ss:

Before me, a Notary Public, authorized in the State and County set forth above, personally appeared Charles P. Randall, personally known to me and known by me to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of The Bandel Group, Inc., and he did not take an oath.

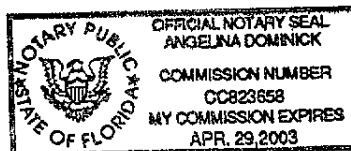
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 20 day of March, 2000.

Angelina Dominick
NOTARY PUBLIC

ANGELINA DOMINICK
PRINT NAME OF NOTARY PUBLIC

My Commission Expires:

Personally known ✓ or
Identification Produced _____



Bandel/articles

FILED
00 MAR 23 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA