

P000000 53778

LAW OFFICES OF
FRANK G. CIBULA, JR.

Frank G. Cibula, Jr.
Donna R. Slebodnik

Plaza 1551
1551 Forum Place
Suite 200 D
West Palm Beach, FL 33401
561-684-3360

May 23, 2000

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

RE: Corporation Name: The Bruce Group, Inc.
Articles of Incorporation
File #M-2491

500003266515--5
-05/25/00--01046--002
*****122.50 *****78.75

To Whom It May Concern:

Please find enclosed a check made payable to the Secretary of State in the amount of \$122.50 to incorporate the above business. Should you have any questions or there is any problem, please call my office.

Thank you for your attention to this matter.

Sincerely yours,


Donna R. Slebodnik

DRS/psa
Enc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY 25 AM 9:25

FILED

ARTICLES OF INCORPORATION

OF

THE BRUCE GROUP, INC.

WE, the undersigned, hereby act with the purpose of effecting a corporation under the laws of the State of Florida, by and under the provisions of Chapter 607, of the laws of the State of Florida, do hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation is THE BRUCE GROUP, INC.

ARTICLE II

This Corporation shall exist in perpetuity commencing on the date of filing of these Articles of Incorporation by the Secretary of State

ARTICLE III

NATURE OF THE BUSINESS

This Corporation is formed for the specific purpose of being engaged in any business, as allowed by law, to the public wherein the nature of this said business is only as it is licensed for the state services provided under the laws of the State of Florida.

ARTICLE IV

The aggregate number of shares which this corporation is authorized to issue shall be One Hundred. Such Share shall be of a single class and shall have a par value of One Dollar per Share, which shall be designated "Common Shares".

FILED
00 MAY 25 PM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

The holders of record of the Common Shares shall be entitled to cash dividends by the Board of Directors in the resolution authorizing such cash dividends.

ARTICLE VI

The street address of the initial registered office of this corporation is 205 George Bush Boulevard, Delray Beach, FL 33444, the name of the initial registered agent of this corporation is: Bruce Jarvis.

ARTICLE VII

The number of directors constituting the initial Board of Directors of this corporation shall be one. The number of directors may be increased from time to time by the By-Laws, but shall never be less than one. The names and addresses of the persons who are to serve as the initial Board of Directors are:

Bruce Jarvis, President and Secretary/Treasurer and Vice President
205 George Bush Boulevard
Delray Beach, Florida 33444

ARTICLE VIII

The names and addresses of the incorporators are:

Bruce Jarvis
205 George Bush Boulevard
Delray Beach, FL 33444

ARTICLE IX

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors and Shareholders.

ARTICLE X

The affirmative vote of two-thirds of the Shares of this corporation, represented at a meeting at which a quorum is present, shall be required to amend these Articles of Incorporation so as to increase or decrease the authorized number of shares, or change the designations, preferences, qualifications, limitations and restrictions; or to merge or consolidate the corporation with or into any other corporation; or to sell, lease, or convey all or substantially all of the assets of the corporation, or voluntarily to dissolve, liquidate, or wind up its affairs.

ARTICLE XI

This corporation will indemnify any person(s) who was or is a party or is threatened to be made a party to any suit or proceeding(s) by reason of the fact that they are or were a director or officer of the corporation, against any and all expenses, judgments, and amounts paid in settlement incurred by them in connection with such action, suit or proceedings, except for an officer or director who is adjudged guilty of willful misfeasance or willful malfeasance in the performance of their duties.



BRUCE JARVIS


STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY, that on this day, before me, an officer duly qualified to take acknowledgments and administer oaths, personally appeared BRUCE JARVIS, who is personally known to me to be the person(s) described therein or who has produced their _____, as identification, and executed the foregoing instrument, and that they acknowledged before me that they executed the same and did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 17

day of April, 2000.


NOTARY PUBLIC - State of Florida at Large
My Commission expires:

(SEAL)


In pursuance of Florida Statutes, the following is submitted, in compliance with said act:

First that THE BRUCE GROUP, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Delray Beach, County of Palm Beach, State of Florida, has named Bruce Jarvis, 205 George Bush Boulevard, Delray Beach, FL 33444, as its agents to accept service of process within this State.

Acceptance of Authority And Duty As
REGISTERED AGENT

I, BRUCE JARVIS, hereby accept the appointment and duties of the Registered Agent(s) for a corporation entitled, THE BRUCE GROUP, INC., as set out by the State of Florida. Their addresses are 205 George Bush Boulevard, Delray Beach, FL 33444.

Having been named to accept service of process for the above stated corporation, at the place designated in this 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.



BRUCE JARVIS - Registered Agent

STATE OF FLORIDA }

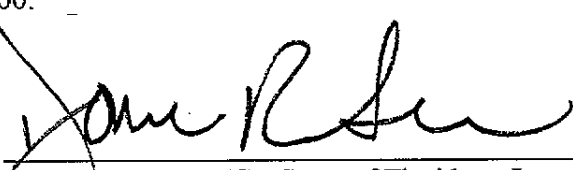
COUNTY OF PALM BEACH }

FILED
00 MAY 25 PM 9:26
NOTARY PUBLIC
TALLAHASSEE, FLORIDA

I HEREBY CERTIFY, that on this day, before me, an officer duly qualified to take acknowledgments and administer oaths, personally appeared BRUCE JARVIS, who is personally known to me to be the person(s) described therein or who has produced their _____, as identification, and executed the foregoing instrument, and that they acknowledged before me that they executed the same and did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 17
day of April, 2000.

(SEAL)



NOTARY PUBLIC - State of Florida at Large
My Commission expires: