

BAUMANN & HILL ACCOUNTING SERVICE, INC.
P.O. BOX 607313
ORLANDO, FL 32860-7313

P 00000059491

Bureau of Corporation Records
Charter Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

500003289035--7
-06/14/00--01076--014
****122.50 ****78.75

The enclosed check is for:

Filing Fees	\$35.00
Registered Agent	
Designation	35.00
Charter Document	52.50
Total Amount Due	122.50

Please return all documents to this office.

Thank you,

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W 15615
F. CHESLER

JUN 20 2000

ARTICLES OF INCORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following articles of incorporation:

ARTICLE ONE NAME

The name of the corporation is BAUMANN & HILL ACCOUNTING SERVICES
INC.

ARTICLE TWO DURATION

This corporation shall commence existence as of the date of execution of these Articles. The term of existence shall be perpetual.

ARTICLE THREE PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 2500 shares, all of which shall be common shares with par value of \$1.00 per share.

ARTICLE FIVE PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase his pro rata share of any unissued or treasury shares of the corporation of the same kind, class of series as that which he already holds, and any securities of the corporation convertible into or carrying a right to subscribe to acquire shares of any such unissued or treasury shares at the price at which it is offered to others (without the issuance of fractional shares).

ARTICLE SIX RESTRICTION ON TRANSFER OF STOCK

Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholder (s) or to this corporation. The price and terms at which, and the time within which such shares may be

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offered and resold shall be determined by an affirmative vote of 3/4 of the outstanding shares of this corporation.

ARTICLE SEVEN REGISTERED OFFICE

The address of the initial registered office of the corporation is 5525 STULL AVENUE, ORLANDO, FL 32810, and the name of the initial registered agent at such address is LINDA HILL.

ARTICLE EIGHT INITIAL STOCK SUBSCRIPTIONS

The initial subscriber to the shares of stock of this corporation and the number of shares to which they have subscribed are as follows:

LINDA HILL	<u>50 SHARES</u>
JOYCE BAUMANN	<u>50 SHARES</u>

ARTICLE NINE MANAGEMENT

The business of the corporation shall be managed by the stockholders of the corporation rather than by a Board of Directors or Officers.

ARTICLE TEN INCORPORATION

The name and address of the incorporator is:
LINDA HILL 5525 STULL AVENUE
ORLANDO, FL 32810

ARTICLE ELEVEN AMENDMENTS

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto but only by the vote of at least 3/4 of the shareholders.

ARTICLE TWELVE
PRINCIPAL OFFICE ADDRESS

The mailing address of the principal office is P.O. BOX 607313, ORLANDO, FL
32860-7313

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles
of Incorporation this 26th day of May, 2000.

Sandra C. Heil

STATE OF FLORIDA
DEPARTMENT OF STATE

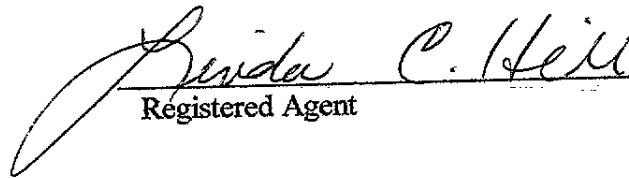
CERTIFICATE DESIGNATION PLACE OF BUSINESS OF DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED AND NAMES AND ADDRESSES OF THE OFFICERS
AND DIRECTORS.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

BAUMANN & HILL ACCOUNTING SERVICES, INC. a corporation organizing under
the laws of the state of Florida with its principal office at 5525 STULL AVENUE,
ORLANDO, 32810 has named LINDA HILL located at 5525 STULL AVENUE,
ORLANDO, FL 32810 as its agent to accept service of process within the State.

ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep an office open during prescribed hours; to post my name (and any other officer of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.


Registered Agent

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