



**Jones
Madden & Grosso, PLC**
ATTORNEYS AT LAW

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Matthew L. Jones
mlj@jmglaw.com
John W. Madden
jwm@jmglaw.com
Joseph D. Grosso, Jr.
jdg@jmglaw.com

759 South Federal Highway
Suite 212 ■ Stuart, FL 34994

November 21, 2000

REPLY TO:
Post Office Box 2434
Stuart, FL 34995-2434
Telephone: (561) 220-3496
Facsimile: (561) 220-2744

Bureau of Corporate Records
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

200003479522--7
-11/29/00-01034-017
*****78.75 *****78.75

Re: The Bauer Group, Incorporation.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of The Bauer Group, the Certificate Designating Registered Agent, and a check in the sum of \$ 78.75 representing payment as follows:

Filing Fee	\$35.00
Registered Agent's Fee	35.00
Certified Copy of Charter	<u>8.75</u>
TOTAL	\$ 78.75

FILED
00 NOV 29 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Once these Articles of Incorporation have been approved and filed by your office, please forward a certified copy of the charter using the extra copy enclosed.

Very truly yours,

Joy L. Gorge, Assistant to
Matthew L. Jones, Esquire

MLJ/jj
enclosures

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FILED
00 NOV 29 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE BAUER GROUP, INCORPORATED

The undersigned does hereby certify his intention to form a corporation under and by virtue of the laws of the State of Florida, and further certifies that:

ARTICLE I

The name of this corporation shall be The Bauer Group, Incorporated.

ARTICLE II
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE III
NATURE OF BUSINESS

The general nature of the business or businesses to be transacted under this Certificate of Incorporation shall be:

To engage in any activity or business permitted under the laws of the United States and of the State of Florida and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE IV
AUTHORIZED SHARES

A. Number. The aggregate number of shares that the corporation shall have the authority to issue is One Thousand (1,000) shares of Capital Stock with a par value of One (\$1.00) Dollar per share.

C. Stated Capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

E. No classes of stock. The shares of the corporation are not to be divided into classes.

ARTICLE V

MAILING ADDRESS

The Bauer Group, Incorporated 1961 West 9th St.
Riviera Beach, FL 33404

Matthew L. Jones, Esquire

759 S. Federal Highway,
Suite 212
Stuart, FL 34994

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ARTICLE VIII
NAME AND ADDRESS OF INITIAL DIRECTOR

The name and address of the person who shall serve as Director until the first annual meeting of shareholders, or until his successors shall have been elected and qualified, is as follows:

Richard H. Campbell

1961 West 9th St.
Riviera Beach, FL 33404

ARTICLE IX
INCORPORATOR

The names and addresses of the initial incorporator are as follows:

Richard H. Campbell

1961 West 9th St.
Riviera Beach, FL 33404

ARTICLE X
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law. Every proposed amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain of these Articles of Incorporation be made.

ARTICLE XI
BYLAWS

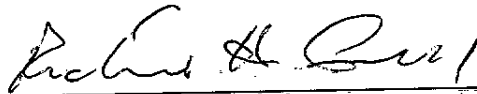
The Bylaws of the Corporation shall be made, altered or rescinded by a two-thirds (2/3rds) majority vote of the Directors of the corporation.

ARTICLE XII
PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is

determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigns have hereunto set their hand and seal and subscribed to these Articles of Incorporation at Stuart, Florida, this 21st day of November, 2000.



Richard H. Campbell

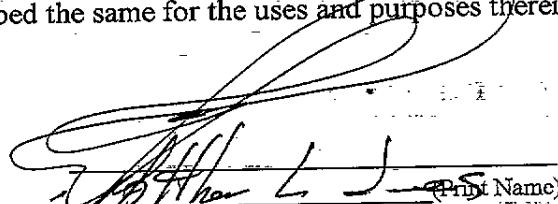
STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 21st day of November, 2000, by Richard H. Campbell who provided FL. D. L. as identification and who did not take an oath. He subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledged before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.



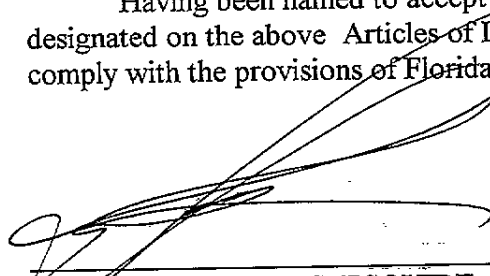
Matthew L. Jones
Commission # CC 975408
Expires Oct. 16, 2004
Bonded Through
Atlantic Bonding Co., Inc.

(SEAL)


NOTARY PUBLIC
My Commission Expires:

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated on the above Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Florida Law relative to keeping open said office.


MATTHEW L. JONES, ESQUIRE
Registered Agent