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2900 MIDDLE STREET
MIAMI, FLORIDA 33133

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

RE: BACHER & COMPANY, INC.

100003504351- -1
-12/18/00--01118--002
****122.00 *****78.75

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for **BACHER & COMPANY, INC.**, together with a check in the amount of \$122.50 to cover the following cost of filing:

Filing Fee	\$ 35.00
Certified Copy	52.50
Certificate designating registered agent	35.00
TOTAL	\$122.50

Should you have any questions regarding this matter, please do not hesitate to contact my office.

Sincerely,


Carl Hanson

CH/csb
Enclosure(s)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 18 AM 11:57

g 12/21/00

ARTICLES OF INCORPORATION

FOR

BACHER & COMPANY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 18 AM 11:57

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I
NAME

The name of the corporation is: **BACHER & COMPANY, INC.**

ARTICLE II
DURATION

The period of duration of the corporation is perpetual.

ARTICLE III
PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United State and Florida.

ARTICLE IV
CAPITAL STOCK

The corporation shall have authority to issue 7500 shares of common stock with a par value of \$1.00 per share.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The address of its initial registered office is: 6B Cay Harbor, Key Largo, Florida 33037; and the name of its initial registered agent at said address is: FRED BACHER.

ARTICLE VI
MAILING ADDRESS

The mailing address of the corporation is: 6B Cay Harbor, Key Largo, Florida 33037.

ARTICLE VII
BOARD OF DIRECTORS

The number of directors constituting its initial board of directors shall be one, whose name and address is:

FRED BACHER

6B Cay Harbor
Key Largo, Florida 33037

ARTICLE VIII
INCORPORATORS

The name and address of the person signing these Articles is: **FRED BACHER.**

ARTICLE IX
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already hold, shall have the right to purchase his pro rata 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
BY-LAWS

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11 day of December, 2000.

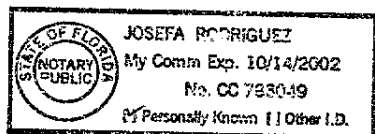


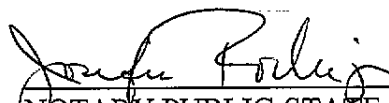
FRED BACHER

STATE OF FLORIDA)
COUNTY OF MONROE)

I HEREBY CERTIFY that on this 11 day of December, 2000, personally appeared: **FRED BACHER** who is personally known to me or who have produced a copy of his State Driver's License as identification and who did take an oath, as being the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same of his own free will.

My Commission Number: CC783049
My Commission Expires: 10/14/2002



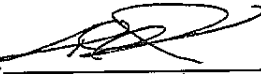

NOTARY PUBLIC-STATE OF FLORIDA
Josefa Rodriguez
Printed Name of Notary Public:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

00 DEC 18 AM 11:57

Pursuant to the provisions of Section 607.0501, 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: **BACHER & COMPANY, INC., a Florida corporation.**
2. The address of the corporation is: **6B Cay Harbor, Key Largo, Florida 33037.**
3. The name and address of the registered agent and office is: **FRED BACHER, 6 Cay Harbor, Key Largo, Florida 33037.**

Signature: 
FRED BACHER

Title: President

Date: December 11, 2000.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0501, FLORIDA STATUTES.

Signature: 
FRED BACHER
Registered Agent

Date: December 11, 2000.