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The Professional Offices of
MEREDITH ALLEN HERNANDEZ
3617 CROWN POINT ROAD, SUITE # 1
P. O. BOX 24668
JACKSONVILLE, FLORIDA 32241-4668
(904) 288-8999 PHONE, 288-8113 FAX

Date:

8/22/01

EFFECTIVE DATE

09/01/01

EXPRESS OVERNIGHT DELIVERY

Division of Corporations

P. O. Box 6327

Tallahassee, FL 32314

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-08/28/01--01024--004
*****78.75 *****78.75

RE: Attached Articles of Incorporation and
Designation of Registered Agent for

Bayer Learning, Inc.

Dear Madam:

Please find attached herewith the notarized Articles of Incorporation, the Registered Agent designation for the abovereferenced corporation, and a check in the amount of \$ 78.75 for filing fees.

Please process these Articles at your earliest convenience and return the recorded documents to our office. Should you have any questions, or need anything further, please contact us immediately at either the above phone or fax numbers.

Thank you in advance for your continued cooperation and assistance in these matters.

Very truly yours,

Meredith Allen Hernandez

Meredith Allen Hernandez
Registered Agent on behalf
of the corporation

01 AUG 27 PM 4:30
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PS 8/28/01

FILED

ARTICLES OF INCORPORATION
OF
BAYER FRAMING, INC.

01 AUG 27 PM 4:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida, effective September 1, 2001.

ARTICLE I

The name of this corporation is BAYER FRAMING, INC.

EFFECTIVE DATE

09/01/01

ARTICLE II

The general nature of this business to be transacted by this corporation is residential framing services, and all related services, and:

1. To engage in any activity or business permitted under the laws of the United States and of this State.
2. To the same extent as a natural person might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise dispose of and deal in, lands and leaseholds, and any interest, estate, and rights in real property, and any personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed.
3. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise to dispose of, and to invest in and deal in and with, goods, wares, merchandise, real and personal property and services of every class, kind and description, now or hereafter permitted by law.
4. To conduct business in, have one or more offices in and to buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.
5. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporate indebtedness as required.
6. To purchase the corporation assets of any other corporation and engage in the same or other character of business.
7. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the share of the capital stock of, and any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such stock.
8. To exercise all the powers now granted to this type of corporation under Florida Law, and all powers subsequently authorized or granted by law to private corporations.

The foregoing clauses shall be construed both as objects and powers and is hereby expressly provided that the foregoing enumeration of specific power shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 100 shares of \$1.00 par value common stock which may be issued under Section 1244 of the Internal Revenue Code, allowing a limited ordinary loss to individuals on Stock of a Small Business Corporation.

ARTICLE IV

This corporation is to exist perpetually. The corporation existence is to commence upon incorporation.

ARTICLE V

The amount of capital with which this corporation will begin business is One Hundred Dollars and no/100-----(\$100.00). Stock ownership is to be as follows:

Bruce G. Bayer - 100 %

ARTICLE VI

The initial address of the principal and registered office of this corporation in the State of Florida, is 3617 Crown Point Road, Suite # 1, Jacksonville, FL. 32257.

The initial registered agent of this corporation is Meredith Allen Hernandez.

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII

This corporation shall have 2 director(s) initially. The number of directors may be increased from time to time by By-Laws adopted by the Stockholders. The number may also decrease to one (1). The officers shall consist of:

Bruce G. Bayer	-	President
Wanda Bayer	-	Secretary, Treasurer

ARTICLE VIII

The names and addresses of the members of the first Board of Directors are:

Bruce G. Bayer	Wanda Bayer
P. O. Box 24668	P. O. Box 24668
Jacksonville, FL 32241-4668	Jacksonville, FL 32241-4668

ARTICLE IX

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the corporation, may serve at any time, have served as directors and officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be creditor, and their respective heirs, personal representatives, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or as a director or officer of the corporation or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, By-Law, agreement, vote of Stockholder, or otherwise.

ARTICLE X

The name and post office address of the subscriber to these Article of Incorporation is:

P. O. Box 24668
Jacksonville, Florida 32241-4668

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the holder or holders of a majority of stock entitled to vote thereon.

THESE ARTICLES OF INCORPORATION ARE SUBSCRIBED TO ON
A.D. BY:

August 22, 2001
✓ Bruce Bayer
BRUCE BAYER

STATE OF FLORIDA
COUNTY OF DUVAL

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Bruce Bayer to me well known and known to me to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and seal in the County and State named above, this 22 day of August, 2001.

Meredith Allen Hernandez
Notary Public, State of Florida at Large

My Commission expires:

FILED

01 AUG 27 PM 4:31

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

CLERK OF THE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

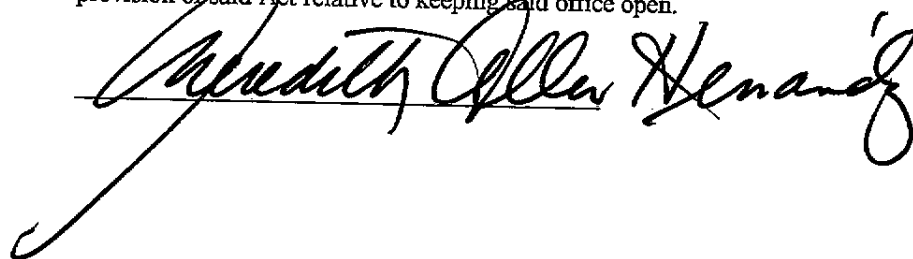
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

BAYER FRAMING, INC.

desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 3617 Crown Point Road, Suite # 1, Jacksonville, State of Florida, has named Meredith Allen Hernandez, 3617 Crown Point Road, Suite # 1, (P. O. Box 24668, 32241), Jacksonville, County of Duval, State of Florida, as its registered agent to accept due process.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above state corporation, at the place designated in this certificate, I hereby accept such designation and agree to act in this capacity, and further agree to comply with the provision of said Act relative to keeping said office open.

A large, stylized handwritten signature in black ink, reading "Meredith Allen Hernandez". The signature is written over a horizontal line.