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(Requestor's Name)

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(City/State/Zip/Phone #)

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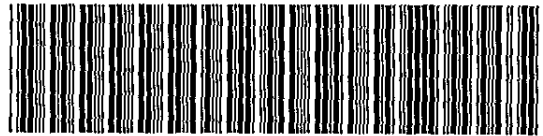
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

25/01

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*A Limited Liability Partnership
including Prof. Assoc.*

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December 16, 2002

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

Re: Bayer Enterprises, Inc.

Dear Sir or Madame:


Enclosed you will find two originals of the Articles of Incorporation for Bayer Enterprises, Inc. **Please note, this corporation has an effective date of January 1, 2003.**

Please file this document as provided by law and return to the undersigned the enclosed copy as well as the Certificate of Incorporation.

Also enclosed is a check in the amount of \$78.75 representing the filing fee for this corporation.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,


John A. Garner

JAG/
Enclosures
c: Carlos A. Bayer

**Articles of Incorporation
of
Bayer Enterprises, Inc.**

FILED
02 DEC 18 PM 12:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLE I:
CORPORATE NAME**

The name of this Corporation is: Bayer Enterprises, Inc.

**ARTICLE II:
EFFECTIVE DATE**

Pursuant to the provisions of §607.0123, Florida Statutes, the effective date of this corporation shall be January 1, 2003.

**ARTICLE III:
CAPITAL STOCK**

The aggregate number of shares which this Corporation shall have authority to issue is 10,000 common shares with a par value of \$0.10 each. Common shares shall be the only class of shares which this Corporation shall have authority to issue.

**ARTICLE IV:
INCORPORATOR**

The name and address of the incorporator are:

Name

Carlos A. Bayer

Address

4130 Fifth Avenue SW
Naples, Florida 34119

ARTICLE V:
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is: 4130 Fifth Avenue SW, Naples, Florida 34119, and the name of the initial registered agent of this Corporation at that address is: Carlos A. Bayer

ARTICLE VI:
PRINCIPAL OFFICE

The address of the principal office of this Corporation shall be 4130 Fifth Avenue SW, Naples, Florida 34119.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on December 16, 2002.



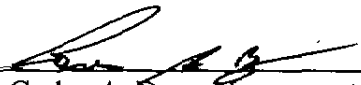
Carlos A. Bayer, Incorporator

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

IN COMPLIANCE WITH SECTION 48.091, AND SECTION 607.0501, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

Bayer Enterprises, Inc. desiring to organize or qualify under the laws of the State of
Florida, with its principal place of business located at 4130 Fifth Avenue SW, Naples, Florida
34119, has named Carlos A. Bayer, located at 4130 Fifth Avenue SW, Naples, Florida 34119, as
its agent to accept service of process within Florida.


Dated: December 16, 2002.



Carlos A. Bayer, Incorporator

Having been named to accept service of process for the above-stated corporation, at the
place designated in this Certificate, Carlos A. Bayer, hereby agrees to comply with the
provisions of all statutes relative to the proper and complete performance of its duties.

Dated: December 16, 2002.



Carlos A. Bayer

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TALLAHASSEE FLORIDA

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<u>Name</u>	<u>Address</u>
Carlos A. Bayer	4130 Fifth Avenue SW Naples, Florida 34119

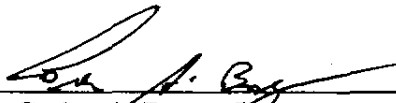
ARTICLE V:
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is: 4130 Fifth Avenue SW, Naples, Florida 34119, and the name of the initial registered agent of this Corporation at that address is: Carlos A. Bayer

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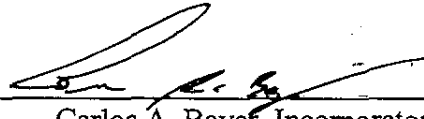
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