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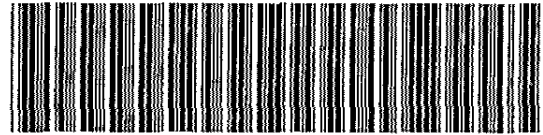
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2005 MAR 28 AM 11:38
TALLAHASSEE FLORIDA

4/1/05

MICHAEL H. STAUDER, P.A.

• ATTORNEYS • AT • LAW •

MICHAEL H. STAUDER
Board Certified Civil Trial Lawyer

MICHAEL H. STAUDER, JR.

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mail@stauderlaw.com
Website:
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CRYSTAL TREE OFFICE CENTRE
Suite 315 • 3rd Floor
1201 U.S. Highway One
North Palm Beach, FL 33408-3548
Fax: (561) 627-5734
Telephone: (561) 627-8899

BELLE GLADE OFFICE
Town Square Plaza
1100 North Main Street
Suite C
Belle Glade, FL 33430
Fax: (561) 993-0064
Telephone: (561) 993-9300

REPLY TO:

North Palm Beach

March 24, 2005

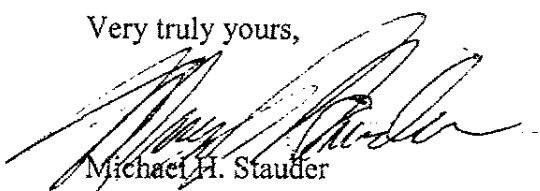
Department of State
Corporations Division
P.O. Box 6327
Tallahassee, FL 32314

RE: Boomer Properties, Inc.

Dear Sir or Madam:

Enclosed for filing is an original and one copy of Articles of Incorporation and Certificate Designating Resident Agent, along with my check in the amount of \$78.75 to cover the cost of filing fees - \$35.00, registered agent designation - \$35, and certified copy of the Articles of Incorporation - \$8.75.

Very truly yours,


Michael H. Stauder
MHS/ch
Encls.

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TALLAHASSEE FLORIDA
DEPARTMENT OF STATE

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CLERK OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

BRIDGEWATER REAL ESTATE, INC.

ARTICLE I-NAME AND BUSINESS ADDRESS

The name of the corporation shall be Bridgewater Real Estate, Inc. The corporation's business office is located at Crystal Tree Office Centre, 1201 U.S. Highway One, Suite 315, North Palm Beach, Florida 33408, and the mailing address is Crystal Tree Office Centre, 1201 U.S. Highway One, Suite 315, North Palm Beach, Florida 33408.

ARTICLE II-DURATION

This corporation shall have perpetual existence.

ARTICLE III-PURPOSE

This corporation is organized for the following purposes: Real Estate Broker and Investor and any and all other related activities. To engage in any activities or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV-CAPITAL STOCK

The maximum number of shares of stock the corporation is authorized to have outstanding from time to time, to be payable by or in, or issued for, and/or for the purposes of property, labor, services, intangibles, good will and other assets is 500 shares with a par value of One dollar (\$1.00) each.

This shall be a closed corporation, with the sale, exchange, or trade of stock of the corporation to be restricted by its By-Laws.

The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V-INITIAL CAPITAL

This corporation shall begin business with capital of not less than five Hundred Dollars (\$500.00).

ARTICLE VI-PREEMPTIVE 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 holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

ARTICLE VII-INITIAL REGISTERED OFFICE AND AGENT

ARTICLE VII-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is Crystal Tree Office Centre, 1201 U.S. Highway One, Suite 315, North Palm Beach, Florida 33408 and the name of the initial registered agent of this corporation at that address is Michael H. Stauder.

ARTICLE VIII-BOARD OF DIRECTORS

This corporation shall have one director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws. The name and address of the initial Director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Michael H. Stauder	Crystal Tree Office Centre 1201 U.S. Highway One, Suite 315 North Palm Beach, Florida 33408

ARTICLE IX-BY-LAWS

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

ARTICLE X-RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite their name:

<u>NAME</u>	<u>AMOUNT</u>
Michael H. Stauder	500 shares

There shall be no restrictions on the transfer of stock held by the initial shareholder listed above.

ARTICLE XI-CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote in the election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of shares, or by distributing the votes on the same principle among any number of candidates.

ARTICLE XII-CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors of the holders of not less than twenty-five (25%) percent of the shares entitled to vote.

ARTICLE XIII-SHAREHOLDER QUORUM AND VOTING

Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one (51%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIV-GREATER VOTING REQUIREMENT FOR SHAREHOLDERS WITH RESPECT TO MERGERS, CONSOLIDATIONS, SALE OF ASSETS AND AMENDMENTS

The affirmative vote of two-thirds (2/3) of the shares of this corporation entitled to vote shall be required for the authorization of mergers, consolidations, sales of assets and amendments.

ARTICLE XV-APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not that approval is required by law.

ARTICLE XVI-MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the directors of, the shareholders of this corporation.

ARTICLE XVII-DIRECTORS RESIDENCY AND COMPENSATION

Directors of this corporation need not be residents of the State of Florida, unless otherwise provided in the Articles or By-Laws of the corporation.

The shareholders of this corporation shall have exclusive authority to fix the compensation of directors of this corporation, unless otherwise provided by the Articles or By-Laws.

ARTICLE XVIII-DIRECTORS QUORUM AND VOTING

Initially, One (1) director shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of one (1) director present and voting, shall be the act of the Board of Directors.

ARTICLE XIX-MEETING BY CONFERENCE TELEPHONE

In the event that the initial number of directors on the Board is increased, members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XX-INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer, director, to the full extent permitted by law.

ARTICLE XXI-AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments to them, and any right conferred upon the shareholders as subject to this reservation.

ARTICLE XXII-INCORPORATORS

The name and business address of the Incorporators for these Articles of Incorporation are:

Michael H. Stauder
Crystal Tree Office Centre
1201 U.S. Highway One, Suite 315
North Palm Beach, FL 33408

IN WITNESS WHEREOF, the undersigned Subscribers, have executed these Articles of Incorporation on this 24th day of March, 2005 at North Palm Beach, Palm Beach County, Florida.

A handwritten signature in black ink, appearing to read "Michael H. Stauder", is written over a horizontal line.

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared MICHAEL H. STAUDER, who being first duly sworn, states that he is the person described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein expressed and who is personally known to me or who produced Florida Driver's License Number _____ as identification.

WITNESS my hand and official seal in the County and State last aforesaid, this 24th day of March, 2005.

Notary Public, State of Florida at large

Melissa Benilous

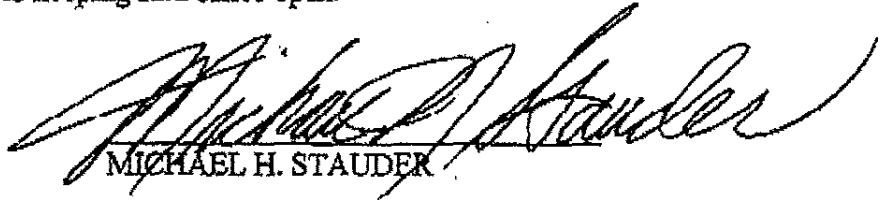


CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

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

That Bridgewater Real Estate, Inc., desiring to organize under the laws of the State of Florida, with its principal office as designated in the Articles of Incorporation in the City of North Palm Beach, County of Palm Beach, State of Florida, has named Michael H. Stauder as its agent to accept service of process within this State.

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


MICHAEL H. STAUDER

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JAILLHASSEE FLORIDA