

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8670
 Mailing Address Post Office Box 10149, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE The Bailey Group, Inc.

NAME _____
 FIRM _____
 ADDRESS _____
 PHONE _____

Service Top Priority Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No. _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

- CC FEE DISBURSED
- Capital Express™
 - Art of Inc. File
 - Corp. Record Search
 - Cte. Packets/Inq. File
 - Foreign Corp. File
 - Corp. Copy (s)
 - Art of Am. Inc. File
 - Dissolution/Withdrawal
 - C U S-
 - Fictitious Name File
 - Name Reservation
 - Annual Report/Reinstatement
 - Reg. Agent Service
 - Document Filing
 - Corporate Kit
 - Vehicle Search
 - Driving Record
 - Document Retrieval
 - UCC 1 or 3 File
 - UCC 11 Search
 - UCC 11 Retrieval
 - File No.'s. Copies
 - Courier Service
 - Shipping/Handling
 - Phone ()
 - Top Priority
 - Express Mail Prep
 - FAX () pgs

6010001407906
 00216735--01036--039
 *****70.00 *****70.00

RECEIVED BY STATE
 FEB 16 11:47 AM '95
 FILED

SUBTOTALS	
FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

FFR 1 6 1995

~~FEB 14 1995~~ BSE

REQUEST TAKEN CONFIRMED APPROVED

DATE

TIME CK No.

BY AAIL

WALK-IN Will Pick Up: 716 1200

Please remit invoice number with payment
 TERMS. NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days 18% per Annum

THANK YOU
 from
 Your Capital Connection

FILED
OCT 16 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

THE BAILEY GROUP, INC.

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 The Bailey Group, Inc.

ARTICLE II. DURATION

This corporation shall have a perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State.

ARTICLE III. PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 20,000 shares of common stock with a par value of \$1.00 per share.

ARTICLE V. PREEMPTIVE RIGHTS

Shareholders shall have no preemptive rights to acquire unissued or treasury shares of the corporation or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

ARTICLE VI. INITIAL REGISTERED OFFICE, PRINCIPAL OFFICE AND AGENT

The street address of the initial registered office and principal office of this corporation is 12 Via deLuna Drive, Pensacola Beach, Florida 32561, and the name of the initial registered agent of this corporation at that address is

George T. Bailey

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

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The name and street address of the initial Directors who, subject to the provisions of the Articles of Incorporation, the By-Laws of this corporation, and the laws of the State of Florida, shall hold office until the first annual meeting of shareholders or their successors are elected and have qualified is as follows:

<u>NAME</u>	<u>ADDRESS</u>
George T. Bailey	1108 Willowood Cr., Gulf Breeze, Fl.
Patrick G. Bailey	1206B Panferio Dr., Pensacola Beach, Fl.
Annette L. Bailey	1108 Willowood Cr., Gulf Breeze, Fl.

ARTICLE VIII. INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation, is as follows:

George T. Bailey 1108 Willowood Circle, Gulf Breeze, Fl.

ARTICLE IX. AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, and approved at a stockholders 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 amendment of these Articles of Incorporation be made.

The undersigned has executed these Articles of Incorporation, for the purpose of forming a corporation under the laws of the State of Florida, and does make and file these Articles and does certify that the facts contained herein are true.

George L. Wailes

STATE OF FLORIDA
COUNTY OF ESCAMBIA

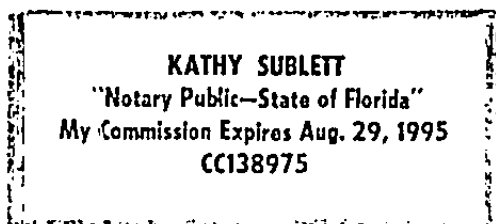
Before me, the undersigned Notary Public in and for said State and County, appeared George T. Bailey the subscribing incorporator to the foregoing Articles of Incorporation, to me well known, and known by me to have executed the foregoing Articles of Incorporation and acknowledged and declared that he did make, execute, subscribe, and acknowledge the foregoing Articles of Incorporation as its voluntary act and deed for the purpose of forming a corporate body, pursuant to and under the provisions of the laws of the State of Florida, and the foregoing Articles of Incorporation and that the facts set forth therein are true and correct.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this the 14th day of February, 1995 in the State and County aforesaid.



Notary Public

SEAL



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

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

First: That The Bailey Group, Inc., desiring to
organize under the laws of the State of Florida with its
principal office, as indicated in the Articles of Incorporation
at the City of Gulf Breeze, State of Florida, has named
George T. Bailey, County of Santa Rosa as its agent to accept
service of process within this State.

ACKNOWLEDGMENT:

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 provision of said Act relative to keeping open
said office.

BY: George T. Bailey
Resident Agent

FILED
FEB 16 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA