

Daniel J. Weinberg, P.A.

Daniel J. Weinberg
Certified Public Accountant

MEMBER:

American Institute of CPA's
New York State Society of CPA's
Florida Institute of CPA's

P9600104493

December 20, 1996

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

SUBJECT: Bavex Enterprises, Inc.
(Proposed corporate name)

9000002038759--4
-12/27/96--01017--012
*****70.00 *****70.00

To Whom It May Concern:

Enclosed please find original Articles of Incorporation together with one (1) copy along with a check in the amount of \$70.00 to cover the filing fees for the abovementioned corporation.

Please send acknowledgement receipt to:

Jim Sexton
Bavex Enterprises, Inc..

c/o DANIEL J. WEINBERG, CPA
1761 W. Hillsboro Blvd., Suite 205
Deerfield Beach, FL 33442

Very truly yours,

[Signature]
Daniel J. Weinberg
Certified Public Accountant

DJW/clw

Note: Additional copy of articles is needed only when certified copy is requested.

ARTICLES OF INCORPORATION

OF

Bavex Enterprises, Inc.

FILED
96 DEC 26 PM 1:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

Bavex Enterprises, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Jim Sexton
c/o Daniel J. Weinberg, CPA
1761 W. Hillsboro Blvd., Suite 205
Deerfield Beach, FL 33442

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: ONE THOUSAND (1,000) SHARES AT TEN CENTS (\$.10) EACH

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Jim Sexton, President
c/o Daniel J. Weinberg, CPA
1761 W. Hillsboro Blvd., Suite 205
Deerfield Beach, FL 33442


ARTICLE V - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation:

Jim Sexton
c/o Daniel J. Weinberg, CPA
1761 W. Hillsboro Blvd., Suite 205
Deerfield Beach, FL 33442

The undersigned has(have) executed these Articles of Incorporation

this 23rd day of December, 1996.


Jim Sexton

ARTICLE VI - PURPOSES

Business Purpose: To provide marketing and consulting services to businesses and to the general public.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

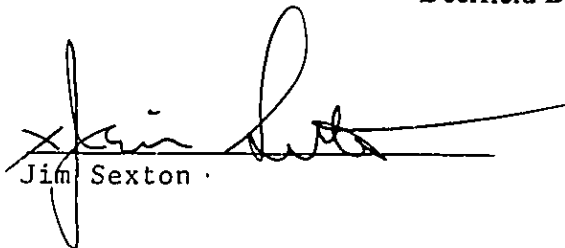
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is:

Bavex Enterprises, Inc.

The registered agent and office is:

Jim Sexton
c/o Daniel J. Weinberg, CPA
1761 W. Hillsboro Blvd., Suite 205
Deerfield Beach, FL 33442

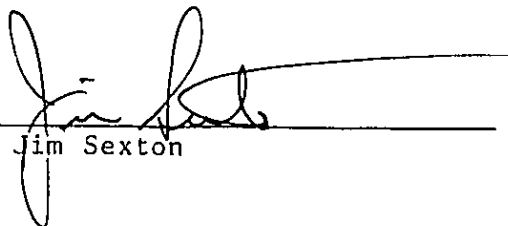

Jim Sexton

12/23/96

Date

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITIONS AS REGISTERED AGENT.



Jim Sexton

12/23/96

Date

FILED
96 DEC 26 PM 1:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA