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LAW OFFICES

NICHOLAS F. TSAMOUTALES, P. A.

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PALM BAY, FLORIDA 32905-7538

NICHOLAS F. TSAMOUTALES

DIANA TUAL

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April 4, 1997

Secretary of State of Florida
Corporate Records
P. O. Box 6327
Tallahassee, FL 32314

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-04/07/97--01086--009
*****70.00 *****70.00

RE: BERTEL GROUP, INC.

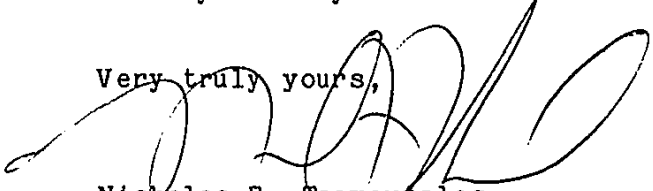
Dear Sir:

Enclosed is the original and one copy of the Articles of Incorporation for the captioned corporation. A check in the amount of \$70.00 for filing fee is also enclosed.

Please approve and file the original and return a copy to this office.

Thank you for your assistance in this matter.

Very truly yours,


Nicholas F. Tsamoutales

NFT/rn
Encls.

APR 8

BSB

FILED
97 APR -7 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BERTEL GROUP, INC.

FILED
97 APR -7 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED subscribers of these Articles of Incorporation, natural persons, competent to contract, form a corporation under the laws of the State of Florida, and further agree to the following conditions of said corporation.

ARTICLE I

NAME

The name of the corporation is: BERTEL GROUP, INC.

ARTICLE II

DURATION

This Corporation shall have perpetual existence commencing the date of the filing of these Articles.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transaction of any or all lawful business.

ARTICLE IV

AUTHORIZED STOCK

The corporation is authorized to issue ten thousand (10,000) shares of common stock having a par value of one cent (\$.01) per share.

ARTICLE V

VOTING RIGHTS

Except as otherwise provided by law, the entire voting power

for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI

INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is 1035 State Road A-1-A, Satellite Beach, Florida 32937; and the name of the initial registered agent of this corporation is: Nicholas F. Tsamoutales, 1900 Palm Bay Road, NE, Suite G, Palm Bay, FL 32905.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws. The names and addresses of the initial Directors of this corporation are:

FREDERICK J. BERTEL	140 3rd Avenue Indialantic, FL 32903
JAMES TSAMOUTALES	2293 Venetia Place Indialantic, FL 32903

ARTICLE VIII

INCORPORATORS

The name and address of the persons signing these Articles of Incorporation are:

FREDERICK J. BERTEL	140 3rd Avenue Indialantic, FL 32903
JAMES TSAMOUTALES	2293 Venetia Place Indialantic, FL 32903

ARTICLE IX

OFFICERS

The officers of the corporation shall initially consist of a President and Secretary/Treasurer and such others as may be deemed appropriate and provided for in the By-Laws.

The names of the persons who are to initially serve as such officers are:

<u>OFFICE</u>	<u>NAME</u>
PRESIDENT	FREDERICK J. BERTEL
SECRETARY/TREASURER	JAMES TSAMOUTALES

The officers shall be elected at the annual meeting of the Board of Directors, or as provided by the By-Laws.

ARTICLE X

RESTRICTIONS ON TRANSFER OF STOCK

The shares of Capital Stock of this corporation shall be issued initially to the following persons and in the amount set opposite their names:

<u>NAME</u>	<u>SHARES</u>
FREDERICK J. BERTEL	100
JAMES TSAMOUTALES	100

Shareholders shall not divest themselves of any of the shares without first giving the other shareholder the opportunity to purchase the shares of stock to be sold. Other shareholders shall have thirty (30) days from the date of the offer to sell, to either reject or purchase the shares offered for sale. The terms, agreements, and conditions for offering and/or acceptance for the sale of such shares among and between the shareholders

shall be more specifically defined in the By-Laws of the corporation.

ARTICLE XI

PREEMPTIVE RIGHTS

Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article pertaining to preemptive rights may not be amended or deleted without the majority vote of the shareholders of each affected class.

No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be approved by the vote of a majority of the shareholders of the corporation.

These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

ARTICLE XII

MANAGEMENT OF THE CORPORATION
BY THE BOARD OF DIRECTORS

All management powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under, the direction of the Board of Directors of this corporation.

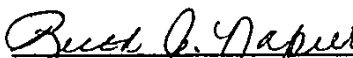
IN WITNESS WHEREOF, the undersigned subscribing incorporator has executed these Articles of Incorporation this 4TH day of April, 1997.

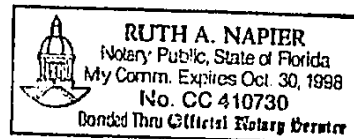

FREDERICK J. BERTEL


JAMES TSAMOUTALES

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing Articles of Incorporation were acknowledged before me this 4TH day of April, 1997, by JAMES TSAMOUTALES, who is personally known to me, and by FREDERICK J. BERTEL, who produced a Florida Driver's License as identification.

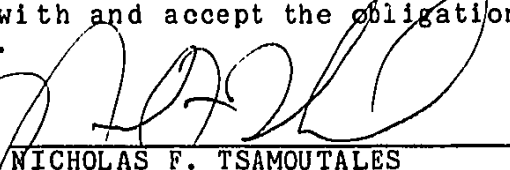

Ruth A. Napier, NOTARY PUBLIC
Commission Expires: 10/30/98



ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in Article VI of these Articles of Incorporation, 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 position as Registered Agent.

Date: April 4, 1997


NICHOLAS F. TSAMOUTALES
1900 Palm Bay Road, NE, Suite G
Palm Bay, FL 32905
407-727-1111