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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: CARLTON, FIELDS OF WEST PALM BEACH

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NAME: BAVARIAN MANAGEMENT, INC.

AUDIT NUMBER.....H97000016068

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**ARTICLES OF INCORPORATION
OF
BAVARIAN MANAGEMENT, INC.**

SEC. OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, for the purposes of forming a corporation for profit under Chapter 607 of the laws of the State of Florida, hereby subscribes to, acknowledges and files the following Articles of Incorporation.

ARTICLE I

Name and Address of Principal Office

The name of the corporation is BAVARIAN MANAGEMENT, INC. and the principal office of the corporation is located at 867 Blue Ridge Circle, West Palm Beach, Florida 33409.

ARTICLE II

Duration

This corporation shall commence existence on the date of the execution and acknowledgment of these Articles if permitted by law; if not, then on the date of filing. This corporation shall exist perpetually thereafter, unless sooner dissolved according to law.

ARTICLE III

Purpose

This corporation is formed for the following purposes and shall have the following powers:

**PREPARED BY: LYNDIA J. HARRIS, ESQ.
CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUTLER, P.A.
P. O. BOX 150
WEST PALM BEACH, FLORIDA 33402
FLORIDA BAR NO: 462144**

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1. To operate as a holding company to lease space as a securities brokerage in the State of Florida, and to acquire, retain, invest, exchange, purchase, sell, lease (as either lessee or lessor), borrow, mortgage, pledge, transfer, convey, develop, manage, or otherwise deal in real and personal property within or without the State of Florida, and to conduct, carry on, engage in, within or without the United States of America, any businesses, and to have such powers as trustee, promoter, incorporator, agent, shareholder, partner, member, associate, manager, and/or licensee, of any corporation, partnership, joint venture trust and/or other enterprise.

2. To do everything necessary, proper, or convenient for the accomplishment of the purposes set forth herein, and to do every other act incidental thereto which is not forbidden under the laws of the United States of America, the State of Florida, or by the provisions of these Articles of Incorporation.

ARTICLE IV

Capital Stock

This corporation is authorized to issue then thousand (10,000) shares of One and No/100 (\$1.00) par value capital stock, which shall be designated as "common shares". The entire voting power for the election of directors and for all other purposes shall be in the holders of outstanding common shares.

All the shares of such common stock shall be paid for in cash, or property, real or personal, tangible, intangible, or the lease thereof, or in labor or services in lieu of cash or property, at a just valuation to be fixed by the Board of Directors of this corporation unless otherwise forbidden by the laws of the State of Florida. The payment thereof does not have to be at the time of issuance, provided such shares are subject to calls thereon by the corporation until such time as the whole consideration therefore shall have been paid.

ARTICLE V

Initial Registered Agent

The initial registered agent of this corporation is Thomas C. Kipp, 867 Blue Ridge Circle, West Palm Beach, Florida 33409.

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ARTICLE VI

Initial Board of Directors

This corporation shall have at least one director. The number of directors may be either increased or diminished from time to time by amendment to the Bylaws adopted by the stockholders. The name and address of the initial directors of this corporation, who, unless otherwise provided by the Articles of Incorporation or Bylaws, shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are:

Thomas C. Kipp

867 Blue Ridge Circle
West Palm Beach, Florida 33409

The duties of and manner of electing directors shall be as set forth in the bylaws of the corporation.

At any time after incorporation, the stockholders may, by a majority vote, determine that the corporation be managed by the stockholders.

ARTICLE VII

Initial Officers

The officers of this corporation shall be a President, Secretary and Treasurer. Other officers may be established or appointed by the Board of Directors of this corporation. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the bylaws.

The officers who are to serve until the first election of officers under the Articles of Incorporation are:

President,
Secretary, Treasurer

Thomas C. Kipp
867 Blue Ridge Circle
West Palm Beach, Florida 33409

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ARTICLE VIII

Subscribers

The name and address of the person signing these Articles as subscriber is:

Thomas C. Kipp

867 Blue Ridge Circle
West Palm Beach, Florida 33409

ARTICLE IX

Bylaws

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida and the United States of America, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the corporation as are not inconsistent with the laws of the State of Florida or the United States of America or these Articles of Incorporation. With the exception of fixing the number of directors of the corporation, the Board of Directors is expressly authorized, without the assent of the stockholder, to add to, delete from or otherwise amend the Bylaws of the corporation.

ARTICLE X

Indemnification and Limitation of Liability

The corporation shall indemnify any officer or director, or any former officer or director of the corporation, to the full extent permitted by law. The private property of the stockholders shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the share of its stockholders and upon dividends due them for any indebtedness of such stockholders to the corporation.

ARTICLE XI

Working Capital

The Board of Directors shall have the authority to fix any amount which in its discretion need be reserved as working capital of the corporation.

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ARTICLE XII

Amendment

The corporation reserves the right to amend, add to, or repeal a provision contained in these Articles of Incorporation in the manner consistent with law and in conformity with the provisions set forth in the Bylaws.


IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinbefore named, for the purpose of forming a corporation for profit to do business both within and without the State of Florida, under the laws of the State of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true this 26 day of September, 1997.


THOMAS C. KIPP, Subscriber

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to proper and complete performance of my duties.

Dated this 26 day of September, 1997.


THOMAS C. KIPP

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SENT BY:


9-26-97 : 9:17PM : CARLTON FIELDS WPB- Department of State: 7/ 7

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STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 26 day of September, 1997, by THOMAS C. KIPP. He [please check as applicable] / / is personally known to me, or has produced / ✓ / his Florida (state) driver's license, or / / his (type of identification) as identification, and did not take an oath.


(Signature)

(Printed Name)

NOTARY PUBLIC, STATE OF

(Commission Expiration Date)

(Serial Number, If Any)

(NOTARIAL SEAL)



LYNDA J. HARRIS
MY COMMISSION # CC418827 EXPIRES
November 12, 1998
BEFORE THEN THEY PAID SURNAME, INC.

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TALLAHASSEE, FLORIDA