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NEW FILINGS	
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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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ARTICLES OF INCORPORATION

OF

JOHN BAHR & ASSOCIATES, INC.

The undersigned, acting as incorporator to these Articles of Incorporation, a natural person competent to contract, hereby associates himself to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME & ADDRESS

The name of the corporation is John Bahr & Associates, Inc.

The address is 629 Timber Lane, Tarpon Springs, FL 34689

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

sales representation for various companies

(A) To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in, and with, goods, wares, merchandise, real and personal property, and service of every class, kind and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

(B) To conduct business in, or have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyright, trademarks, and licenses, in the State of Florida, and in all other states and countries.

(C) To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfer of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(D) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(E) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stocks, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock and to perform and conduct all other business allowed by the laws of the State of Florida.

(F) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing, and to perform any act authorized by the laws of the State of Florida.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is seven thousand five hundred (7,500) share of common stock, having a par value of One Dollar (\$1.00) per share.

ARTICLE IV INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be not less than the sum of One Hundred Dollars (\$100.00).

ARTICLE V TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of this corporation in the State of Florida is 629 Timber Lane, Tarpon Springs, Fl 34689

The registered agent of this corporation is John F. Bahr

ARTICLE VII
DIRECTORS

The corporation shall have one (1) director, initially. The number of directors may be increased or diminished from time to time, by amendment to the By-Laws, but shall never be less than one.

ARTICLE VIII
INITIAL DIRECTORS

The names and street addresses of the members of the first Board of Directors are:

Name	Address
<u>John F. Bahr</u>	<u>629 Timber Lane</u>
	<u>Tarpon Springs, Fl 34689</u>

ARTICLE IX
INCORPORATORS

The name and street address of the incorporators of these Articles of Incorporation are:

Name	Address
<u>John F. Bahr</u>	<u>629 Timber Lane</u>
	<u>Tarpon Springs, Fl 34689</u>

The incorporators certify that the proceeds of the stock subscribed for will not be less than the amount of capital with which the corporation shall begin business as is set forth herein.

ARTICLE X INDEMNITY OF DIRECTORS AND OFFICERS

Any person made a party to any action, suit or proceeding by reason of the fact that he, his Testator, or any corporation which he served as such at the request of the corporation shall be indemnified by the corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer or director or employee may be entitled apart from the provisions of this section.

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance and good faith upon financial statements of the corporation represented to him to be correct by the president of the corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the corporation; nor shall he be liable if in good faith in determining the amount available for dividends he considers the assets to be of ample value.

ARTICLE XI BY-LAWS OR STOCKHOLDERS AGREEMENT

By stockholders agreement or By-Laws, the corporation may restrict the transfer or encumbrance of any and all of its stock, including, but not limited to, provisions for the transfer of the stock owned by retiring, disabled or deceased stockholder, or any stockholder required to server financial interest in the corporation. The By-Laws may be repealed or amended, and new By-Laws may

be adopted, by either the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any By-Laws adopted by shareholders if the shareholders specifically provide such By-Laws not subject to amendment or repeal by the directors.

ARTICLE XII AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, 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.

ARTICLE XIII DATE OF INCEPTION

The date the corporation existence shall begin shall be as of the date of filing and acceptance of these Articles by the Secretary of State of Florida.

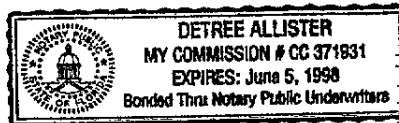
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I have hereunto set my hand and seal,
acknowledged, and filed the foregoing Articles of Incorporation under the laws
the State of Florida, this 7 th day of MAY, 1998.

+ John F. Bahr (SEAL)
John F. Bahr
FLOL # B600-466-40-248-0 Exp. 2000
(SEAL)

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this
7 th day of May, 1998 by John F. Bahr.



Detree Allister
Notary Public-State of Florida
My commission expires: June 5, 1998

ACCEPTANCE OF REGISTERED AGENT

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

+ John F. Bahr
Registered Agent John F. Bahr
FLOL # B600-466-40-248-0 Exp. 2000