

P99000047842

WALZER & ASSOCIATES, INC.
A Professional Accounting Firm
8301 Forest City Road
Orlando, Florida 32810
(407) 299-0086 FAX (407) 298-3849

SECRETARY OF STATE
DIVISION OF CORPORATIONS
92 MAY 21 PM 1:11

May 19, 1999

SECRETARY OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-05/21/99--01044--014
*****122.50 *****78.75

RE: BARDWELL & SONS, INC.

EFFECTIVE DATE
5-19-99

Dear Sir:

Enclosed please find the Articles of Incorporation and Certificate designating place of business and registered agent with regard to the above-referenced company. This is a new, for-profit Corporation doing business in the State of Florida. It is my understanding that the filing fee is \$35.00, the registered agent fee is \$35.00, and the fee for obtaining a certified copy of the Articles of Incorporation is \$52.50. Therefore, I am enclosing a check in the amount of \$122.50 to cover these costs.

Thank you in advance for your assistance in this matter, and should you have any questions or if I can provide you with any additional information, please do not hesitate to contact me.

Sincerely,


STEVEN H. WALZER
Enrolled Agent

SHW/jks
Enclosures

D. BROWN MAY 26 1999

ARTICLES OF INCORPORATION

OF

BARDWELL & SONS, INC.

ARTICLE I - NAME

The name of this Corporation is BARDWELL & SONS, INC., the address is 8918 Campo Way, Orlando, Florida 32810.

ARTICLE II - DURATION

This Corporation shall commence its existence on the 19th day of May, 1999 with the filing of these Articles with the Secretary of State.

ARTICLE III - PURPOSE

This Corporation may engage in or transact any or all lawful activities or businesses permitted under the laws of the United States, the state of Florida, or any other state, country, territory, or nation.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1000) shares of One Dollar (\$1.00) par value common stock that shall be designated "Common Shares".

EFFECTIVE DATE
5-19-99

FILED
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ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 8918 Campo Way, Orlando, Florida 32810, and the name of the initial registered agent of this Corporation at that address is MICHAEL B. BARDWELL.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this Corporation is:

MICHAEL B. BARDWELL

President, Vice President, Secretary & Treasurer

8918 Campo Way

Orlando Florida 32810

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

MICHAEL B. BARDWELL

President, Vice President, Secretary & Treasurer

8918 Campo Way

Orlando, Florida 32810

ARTICLE VII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles Of Incorporation on this 19th day of May, 1999.


MICHAEL B. BARDWELL

ACKNOWLEDGMENT

STATE OF FLORIDA

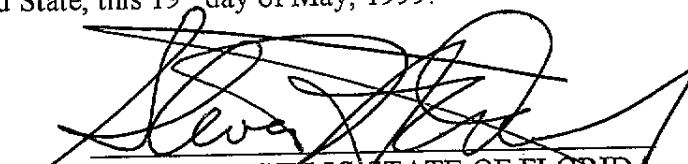
COUNTY OF ORANGE

I HEREBY CERTIFY that on this 19th day of May, 1999, personally appeared before me, the undersigned officers duly authorized to administer oaths and take acknowledgments, MICHAEL B. BARDWELL, well known and known to be the person who executed the foregoing Articles of Incorporation, BARDWELL & SONS, INC., and he acknowledged that he signed and executed the same for the purpose therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Orlando, in said County and State, this 19th day of May, 1999.



STEVEN H. WALZER
My Commission CC555960
Expires Jul. 12, 2000


NOTARY PUBLIC-STATE OF FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

IN COMPLIANCE with Section 48.091 of the Florida Statutes, the following is
submitted:

First that BARDWELL & SONS, INC., desiring to organize or qualify under the laws of
the State of Florida, its principal place of business in the City of Orlando, Florida has
named MICHAEL B. BARDWELL, 8918 Campo Way, Orlando, Florida 32810, as its
agent to accept service process within Florida.

Michael B. Bardwell
MICHAEL B. BARDWELL

5/19/99
Date

SECRET FILED
DIVISION OF STATE
99 MAY 21 PM 1:11

ACCEPTANCE

Having been named to accept service of process for the above – named Corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

5/19/99
Date

Michael B. Bardwell
MICHAEL B. BARDWELL

STATE OF FLORIDA

COUNTY OF ORANGE

SWORN TO AND SUBSCRIBED before me this 19th day of May, 1999, in said County and State.

Steven H. Walzer
NOTARY PUBLIC - STATE OF FLORIDA



STEVEN H WALZER
My Commission CC555960
Expires Jul. 12, 2000