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FILED  
99 AUG 30 PM 5:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

August 26, 1999

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

100002373051--1  
-08/30/99--01037--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: BAUSCH TOWERS, INC.

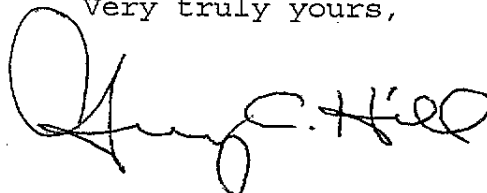
Dear Division:

Enclosed please find original and one copy of the Articles of Incorporation and Designation and Acceptance of Resident Agent for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$78.75 for the filing and registered agent fees.

Please file the enclosed Articles of Incorporation and return a file-stamped copy to the undersigned.

Thank you for your usual prompt service in this matter.

Very truly yours,



Guy C. Hill

GCH/ps

Enclosures

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ARTICLES OF INCORPORATION  
OF  
BAUSCH TOWERS, INC.

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ARTICLE I. CORPORATE NAME

The name of this Corporation is: BAUSCH TOWERS, INC.

ARTICLE II. PRINCIPAL OFFICE STREET ADDRESS

The street address of the initial principal office of the Corporation is 4800 SE Anchor Avenue, Port Salerno, FL 34992.

ARTICLE III. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of common stock without par value.

ARTICLE V. TERM OF EXISTENCE

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

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial

Registered Office of this Corporation in the State of Florida shall be: CYNTHIA M. BAUSCH, 4800 SE Anchor Avenue, Port Salerno, FL 34992. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

#### ARTICLE VII. BOARD OF DIRECTORS

This Corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

#### ARTICLE VIII. INITIAL DIRECTORS

The names of the initial directors of this Corporation and their street addresses are:

CYNTHIA M. BAUSCH	4800 SE Anchor Avenue Port Salerno, FL 34992
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SUSAN S. BAUSCH	4800 SE Anchor Avenue Port Salerno, FL 34992
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CHARLES TIMOTHY BAUSCH	4800 SE Anchor Avenue Port Salerno, FL 34992.
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The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

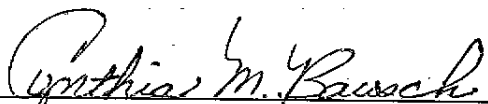
#### ARTICLE IX. INCORPORATORS

The name and street address of the person signing these Articles of Incorporation is CYNTHIA M. BAUSCH, 4800 SE Anchor Avenue, Port Salerno, FL 34992.

ARTICLE X. 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 at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

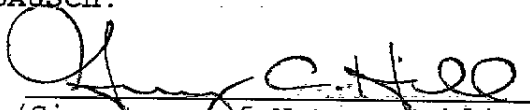
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on August 26, 1999.

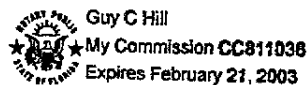
  
CYNTHIA M. BAUSCH  
Incorporator

STATE OF FLORIDA

COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 26th day of August, 1999, by CYNTHIA M. BAUSCH.

  
(Signature of Notary Public-  
State of Florida)



(Print, Type or Stamp Commissioned  
Name of Notary Public)

Personally Known X OR Produced Identification \_\_\_\_\_

Type of Identification Produced \_\_\_\_\_

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TALLAHASSEE, FLORIDA

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of F.S. 607.0501, 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 BAUSCH TOWERS, INC.
2. The name of the registered agent is CYNTHIA M. BAUSCH.
3. The address of the registered agent/registered office is 4800 SE Anchor Avenue, Port Salerno, FL 34992.

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

DATED at Port Salerno, Florida, this 26 day of August, 1999.

  
CYNTHIA M. BAUSCH