

TRANSMITTAL LETTER

P99000092371

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

SUBJECT: BRIDGEPOINT INVESTMENT GROUP, INC.
(Proposed corporate name - must include suffix)

700003020067--2
-10/21/99--01001--009
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

<input checked="" type="checkbox"/> \$70.00 Filing Fee	<input type="checkbox"/> \$78.75 Filing Fee & Certificate of Status	<input checked="" type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED			

FROM: DONALD A. RETT
Name (Printed or typed)

2804 REMINGTON GREEN CIR
Address

TALLAHASSEE FL 32308
City, State & Zip

850 / 386-6060
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 OCT 20 PM 3:17

APPROVED
AND
FILED

RECEIVED
99 OCT 20 PM 3:21
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

[Handwritten signature]

ARTICLES OF INCORPORATION

OF

Bridgepointe Investment Group, Inc.

The undersigned natural person, acting hereby as Incorporator for the purposes of forming a corporation for profit under the provisions of the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is Bridgepointe Investment Group, Inc.

ARTICLE II. INITIAL PRINCIPAL OFFICE

The initial principal office of the corporation shall be located at 2804 Remington Green, Suite 4, Tallahassee, FL 32308.

ARTICLE III. AUTHORIZED SHARES

The number of shares which the corporation is initially authorized to issue shall be fifty-five million (55,000,000) shares of common stock, and fifteen million (15,000,000) shares of convertible preferred shares.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office shall be 2804 Remington Green, Suite 4, Tallahassee, FL 32308, and the name of its registered agent at that address shall be Donald A. Rett.

ARTICLE V. INCORPORATOR

The name and address of the Incorporator is Donald A. Rett, whose address is 2804 Remington Green, Suite 4, Tallahassee, FL 32308.

ARTICLE VI. BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors.

ARTICLE VII. AMENDMENTS

The Corporation reserves the right to amend, alter, or repeal any provision in these Articles of Incorporation, and all rights conferred on shareholders are

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subject to this reservation. These articles may be amended prior to the issuance of shares of the Corporation by the approval or consent of the shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20th day of October, 1999.

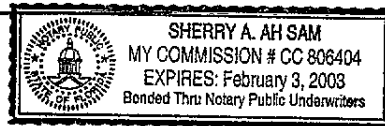
Donald A. Rett
Incorporator

STATE OF FLORIDA
COUNTY OF Leon

The foregoing Articles of Incorporation were acknowledged before me this 20th day of October, 1999, by Donald A. Rett as Incorporator, who did not take an oath.

X Personally known to me; or
Produced identification:

Sherry A. Ah Sam
NOTARY PUBLIC



Name Printed or Typed
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for Bridgepointe Investment Group, Inc, at the place designated in the Articles of Incorporation, Donald A. Rett agrees to act in this capacity, agrees to comply with the provisions of Section 48.091 of the Florida Statutes relative to keeping open such office, and is familiar with, and accepts the obligations provided for in, Section 607.0505 of the Florida Statutes.

DATE: 20 Oct 99 By: D A Rett

STATE OF FLORIDA
COUNTY OF Leon

The foregoing Acceptance of Registered Agent was acknowledged before me this 20th day of October, 1999, by Donald A. Rett as Initial Registered Agent, who did not take an oath.

X Personally known to me; or
Produced identification:

Sherry A. Ah Sam
NOTARY PUBLIC



Name Printed or Typed
My Commission Expires:

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