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May 8, 1996

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Secretary of State
Corporate Records Bureau
409 East Gaines Street
Tallahassee, FL 32399

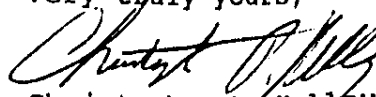
Re: POSITIVE GROUND, INC.

Dear Sir or Madam:

Enclosed please find my operating account check in the amount of \$ 172.00, and Articles of Incorporation with a copy for the registration of the above corporations. Please return the certified copy to me at the above address.

Thank you for your cooperation.

Very truly yours,



Christopher P. Kelley, Esquire

Enclosures

N. HENDRICKS MAY 20 1996

FILED

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ARTICLES OF INCORPORATION
OF
POSITIVE GROUND, INC.

SECRET
TALLAHASSEE

ARTICLE I
CORPORATE NAME

The name of this corporation shall be:
POSITIVE GROUND, INC.

ARTICLE II
DURATION

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III
PURPOSE

This corporation, through its officers and employees shall be authorized to engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue a maximum of Seven Thousand Five Hundred (7,500) shares of stock. The shares of stock authorized shall be common stock having a par value of One (\$1.00) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

This corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

REGISTERED AGENT

CHRISTOPHER P. KELLEY

ADDRESS OF INITIAL REGISTERED OFFICE

11098 Biscayne Boulevard, Suite 205
Miami, Florida 33161

ARTICLE VI
BOARD OF DIRECTORS

The number of Directors may be altered from time to time by the By-Laws adopted by the Stockholders. However, the corporation shall have no less than one (1) Director at any time. The corporation shall have three (3) Director(s) initially.

ARTICLE VII
INITIAL DIRECTORS

The name and post office address of the first Director(s) of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Wilson Alora	11250 Interchange Circle North Miramar, Florida 33025
James Pabon	11250 Interchange Circle North Miramar, Florida 33025
Oscar Colom	11250 Interchange Circle North Miramar, Florida 33025

The first Director(s) shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE VIII
INCORPORATION

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

<u>INCORPORATOR</u>	<u>ADDRESS</u>
CHRISTOPHER P. KELLEY	11098 Biscayne Blvd., Suite 205 Miami, Florida 33161

ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify any officer or Director, or any former Officer or Director, to the full extent of permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator, has executed these Articles of Incorporation this 8th day of May, 1996.


CHRISTOPHER P. KELLEY

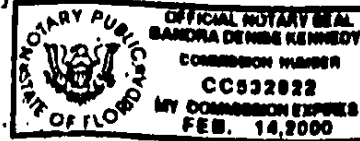
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BE IT REMEMBERED that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared to me known to be the person described as the incorporator in the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and official seal at Miami, said County and State, this 21st day of May, 1996.

My commission expires:

Notary Public



CERTIFICATE DESIGNATING REGISTERED AGENT AND
ACCEPTANCE OF REGISTERED AGENT OF DESIGNATION

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

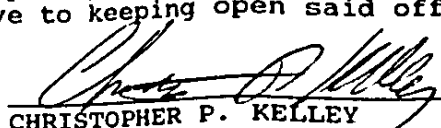
FIRST: That POSITIVE GROUND, INC. is qualified to do business under the laws of the State of Florida with its principal office at 11098 Biscayne Blvd., Suite 205, Miami, Florida 33161, and has appointed:

CHRISTOPHER P. KELLEY
11098 Biscayne Boulevard, Suite 205
Miami, Florida 33161

as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


CHRISTOPHER P. KELLEY
Registered Agent