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MICHAEL W. BOYD
ATTORNEY AT LAW

10073 N.W. 13 th Ct.
Plantation, FL 33322
954 9380330 or 954 816 4377

January 28, 1999

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

800002760538--7
-02/01/99-01118-017
*****87.50 *****87.50

RE: FILING ARTICLES OF INCORPORATION FOR NATIONAL RETAIL
GROUP FLORIDA, INC.

Dear Sirs:

Enclosed please find:

Completed form transmittal letter

Signed Original and copy of Articles of Incorporation for the above named
company.

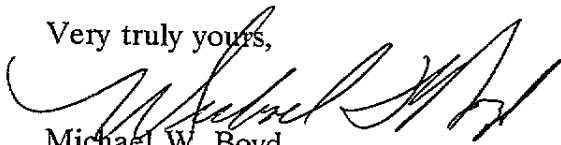
Signed Original of Designation and Acceptance of Appointment as
Registered Agent.

Enclosed check # 1096 payable to Florida Dept. of State in the amount of
\$87.50.

Please forward a certified copy of the Articles at your convenience to the above
address. *PLEASE ADVISE AS TO FILING DATE*

If you have any questions, please call me.

Very truly yours,



Michael W. Boyd
Fl. Bar# 107280

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
NATIONAL RETAIL GROUP FLORIDA, INC.

The undersigned, acting as an incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

1. The name of the corporation is NATIONAL RETAIL GROUP FLORIDA, INC. ("Corporation").
2. The mailing address and principal office address of the Corporation is 6600 N. Andrews Ave., Suite 160, Ft. Lauderdale, Florida 33309.
3. The period of its duration is perpetual, unless sooner dissolved.
4. The date and time of the commencement of the corporate existence shall be the time of filing of Articles of Incorporation by the Department of State.
5. The general purpose or purposes for which the Corporation is organized are to engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida Business Corporation Act.
6. The aggregate number of shares which the Corporation shall have authority to issue is one thousand (1,000) shares, par value One Dollar (\$1.00) per share. All such shares are of one class, and are designated as common shares.
7. The street address of the initial registered office of the Corporation is 10073 N.W. 13th Court, Plantation, Florida 33322, and the name of its initial registered agent at such address is Michael W. Boyd, Esq.
8. The affairs and business of the Corporation are to be conducted (a) by a Board of Directors of such number as the shareholders may select at each annual meeting of shareholders; (b) by a President, who shall be elected by the Board of Directors at such time and in such manner as the Board of Directors may select; and (c) by such other officers, assistant officers and agents as the Board of Directors may authorize the President of the Corporation to appoint.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
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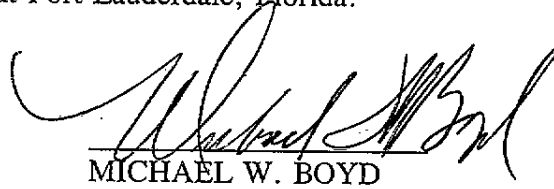
The first Board of Directors consisting of one director, who shall serve until the first annual meeting of shareholders or until his successor(s) is elected and qualifies, is as follows:

Martin Bernholz, Esq.
6600 N. Andrews Avenue
Suite 160
Ft. Lauderdale, Florida 33309

9. The name and address of the incorporator is:

Michael W. Boyd
10073 N.W. 13th Ct.
Plantation, Florida 33322

DATED: January 27, 1999, at Fort Lauderdale, Florida.

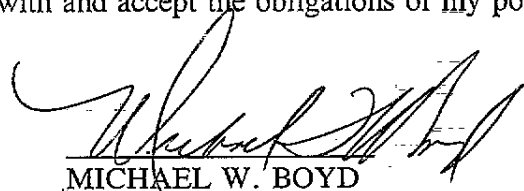

MICHAEL W. BOYD

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

IN COMPLIANCE WITH SECTION 607.0403, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, NATIONAL RETAIL GROUP FLORIDA, INC., DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF FORT LAUDERDALE, STATE OF FLORIDA, HAS NAMED MICHAEL W. BOYD, ESQ., LOCATED AT 10073 N.W. 13TH COURT, PLANTATION, FLORIDA 33322, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

MICHAEL W. BOYD, having been designated to act as Registered Agent, hereby agrees to act in this capacity and accept service of process within the State of Florida. 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.



MICHAEL W. BOYD

DATE: 1/27/99

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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