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**C. STEPHEN ALLEN, P. A.**  
ATTORNEYS AT LAW

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March 15, 2000

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Corporations Division  
Department of State  
By Facsimile (850) 487-6804

Attention: Ms. Doris Brown

Re: New Dawn Management Service, Inc.

Dear Doris:

Thank you for the call this morning advising that the name "New Dawn Development" was clearly taken.

Please find enclosed two new first pages of proposed Articles of Incorporation setting out that the name will be "New Dawn Management Service, Inc."

Thanks,

*Steve Allen*  
C. STEPHEN ALLEN

CSA/mo  
Enclosure:

1st page/Articles/"New Dawn Management Service, Inc." (in duplicate)

ARTICLES OF INCORPORATION  
OF  
NEW DAWN MANAGEMENT SERVICE, INC.

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The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

NEW DAWN MANAGEMENT SERVICE, INC.

The address of the principal office of this corporation shall be 612 Stone Drive, Brandon, Florida 33510 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF THE BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE III. CAPITOL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be Suite 335, 4830 West Kennedy Boulevard, Tampa, Florida 33609, and the name of the initial

registered agent of the corporation at that address is C.  
Stephen Allen, Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have three officers and three directors, initially. The names and addresses of the initial officers and directors who shall hold office for the first year of the corporation, or until his successor is elected or appointed are:

Dawn Kelly	612 Stone Drive
Pres./Dir.	Brandon, Florida 33510

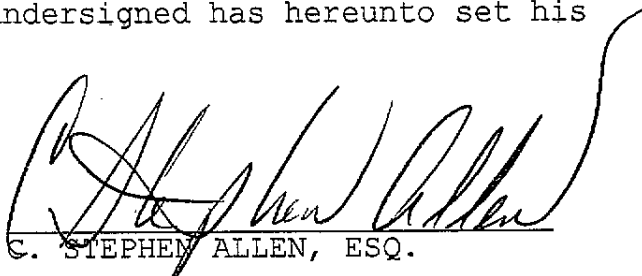
William F. Lenehan	102 Lexington Avenue
Dir.	Bloomfield, New Jersey 07003

ARTICLE VII. INCORPORATOR

The name and address of the incorporator to these  
Articles of Incorporation is:

C. Stephen Allen, Esq.  
Suite 335  
4830 West Kennedy Boulevard  
Tampa, Florida 33609

IN WITNESS WHEREOF, the undersigned has hereunto set his  
hand on March 6 2000.

  
C. STEPHEN ALLEN, ESQ.

ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN ARTICLES OF INCORPORATION

C. STEPHEN ALLEN, ESQ., having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

  
C. STEPHEN ALLEN, ESQ.

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CLARK COUNTY  
FLORIDA