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March 14, 2000

File No.

7000003173107--1
-03/16/00--01089--006
*****78.75 *****78.75

Bureau of Corporate Records
State of Florida
409 East Gaines Street
Tallahassee, Florida 32301

RE: Incorporation of NESOR, INC.

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation for the above referenced proposed Florida corporation.

Also enclosed is a check in the amount of \$78.75 representing payment of the filing fee and certified copy.

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned as soon as possible.

Thank you for your anticipated cooperation.

Very truly yours,

Charles F. Possess
Charles F. Possess

(mmw)

CFP/mmww
Enclosures

FILED
00 MAR 16 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PH 3/22/2000

ARTICLES OF INCORPORATION

OF

NESOR, INC.

FILED

00 MAR 16 PM 3: 04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation is NESOR, INC.

ARTICLE II. PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III. CAPITAL STOCK

This corporation is authorized to issue three hundred (300) shares of One Dollar (\$1.00) par value common stock which shall be designated as common stock.

ARTICLE IV. VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 19443 Waters Curve Way, Boca Raton, Florida 33434 and the name of the initial registered agent of this corporation at that address is MARVIN ROSEN.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1) director. The name and address of the initial director(s) of this corporation is:

MARVIN ROSEN
19443 Waters Curve Way
Boca Raton, FL 33434

BONNY ROSEN
19443 Waters Curve Way
Boca Raton, FL 33434

ARTICLE VII. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

MARVIN ROSEN
19443 Waters Curve Way
Boca Raton, FL 33434

ARTICLE VIII. PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation will be 19443 Waters Curve Way, Boca Raton, Florida. The mailing address of the corporation shall be 19443 Waters Curve Way, Boca Raton, Florida 33434.

ARTICLE IX. BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the share holders.

ARTICLE X. INDEMNIFICATION

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

ARTICLE XI. AMENDMENT

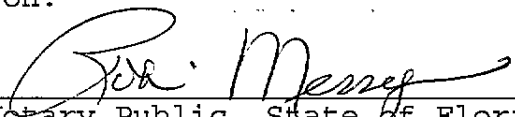
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on March 15, 2000.

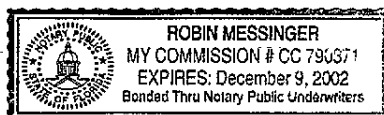

MARVIN ROSEN

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 15th day of March, 2000 by MARVIN ROSEN as Incorporator of NESOR, INC., a Florida corporation to be formed, on behalf of the corporation. He/She is personally known to me or has produced NY Drivers License (type of identification) as identification.


Notary Public, State of Florida
Name: ROBIN MESSINGER

My commission expires:



FILED

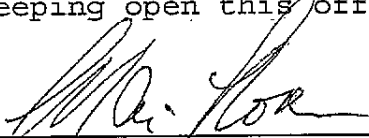
00 MAR 16 PM 3:04

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS SECRETARY OF STATE
WITHIN THIS STATE NAMING AGENT WHOM TALLAHASSEE, FLORIDA
PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following
is submitted in compliance with this Statute:

That NESOR, INC., desiring to organize under the laws of the
State of Florida as indicated in the Articles of Incorporation, has
named MARVIN ROSEN located at 19443 Waters Curve Way, Boca Raton,
Florida 33434, as its agent to accept service of process within the
State of Florida.

Having been named to accept service of process for the above-
named 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 this office.


MARVIN ROSEN
Registered Agent