CAPITAL CONNECTION, INC. 417 E. Virginia St., Suite 1, Taliahassee, FL 32301, (904)224-8870 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302 TOLL FREE No. 1-800-342-8062 FAX (904) 222-1222	RE: New Bizes Properties,
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11-2529-7 PONDER'S INC., THOMASVILLE, GA.

Your Capital Connection

Past 30 Days, 16% per Annum.

ARTICLES OF INCORPORATION

FILED 95 JAN -5 FM 12: LA

SECRETARY

OF

NEW BIZCO PROPERTIES, INC.

ARTICLE I - NAME

The name of this corporation is NEW BIZCO PROPERTIES, INC. The principal office and mailing address of this corporation is: 13915 Greentree Trail, West Palm Beach, Florida 33414.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2400 E. Commercial Blvd., Suite 820, Fort Lauderdale, Florida, 33308, and the name of the initial registered agent of this corporation at that address is Louis N. Scholnik.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws. The name and address of the initial Board of Director of this corporation is:

Name

Address

Louis N. Scholnik

2400 E. Commercial Blvd, #820 Fort Lauderdale, FL 33308

ARTICLE VIII - INCORPORATORS

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

<u>Name</u>

Address

Louis N. Scholnik

2400 E. Commercial Blvd., #820 Fort Lauderdale, FL 33308

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this day of January, 1995.

Louis N. Scholnik

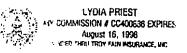
STATE OF FLORIDA COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this $\frac{1}{2}$ day of January, 1995, by Louis N. Scholnik, who is personally known to me, or who has produced as

known to me, or who has produced identification, and who did take an oath.

Notary Public, State of Florida

My Commission Expires:



CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

NEW BIZCO PROPERTIES, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of West Palm Beach, County of Palm Beach, State of Florida, has named Louis Ni Scholnik, located at 2400 E. Commercial Blvd., Suite 820; Fort Lauderdale, Florida, 33308, as its agent to accept service of process within the State.

ACKNOWLEDGMENT

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. Further, I am familiar with and accept the obligations provided for in Florida Statute 607.0505.

BY:

Louis N. Scholnik

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THANK YOU from **Your Capital Connection** Florida Department of State, Jim Smith, Secretary of Stage

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED

Pursuant to the provisions of section 607.1508 or 607.1508. Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in order to State of Florida.

- 1. The name of the corporation is: NEW BIZCO PROPERTIES, INC.
- la. Date of Incorporation <u>01/05/95</u> Document Number <u>P9500001072</u>
- The name and address of the current registered agent and office:
 Louis N. Scholnik
 2400 E. Commercial Blvd., Suite 820, Ft. Lauderdale, FL 33308
- 3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)
 Wael Dahsheh

2400 E. Commercial Blvd., Suite 204, Ft. Lauderdale, FL 33308

The street address of its registered agent and the street address of the business office of its registered agent as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Wael Dahsheh, Director
DATE 3 29 3)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Wael Dahsheh

DATE 3-29-95

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

FILING FEE: \$35.00

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)27,4-8870 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302 TOLL FREE No. 1-800-342-8062 FAX (904) 222-1222

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THANK YOU from
Your Capital Connection

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION L. E.D. NEW BIZCO PROPERTIES, INC. 96 JAN -4 PH 12: 38

In accordance with the previsions of Section 6071147 ASFIDITED Statutes and pursuant to the Authorization and direction heretofore adopted by the Director of NEW BIZCO PROPERTIES, INC., by resolution at the special meeting of the corporation, the President, Wael Dahsheh, does hereby submit to the Department of State, State of Florida, these Articles of Amendment to the Articles of Incorporation of NEW BIZCO PROPERTIES, INC., and would represent as follows:

- A. The name of this corporation is NEW BIZCO PROPERTIES, INC., Article Number 195000001072.
 - B. That the Amendment to the Articles of Incorporation are:
- 1. That Article VII of the Articles of Incorporation is deleted in its entirety and substituted with the following:

This corporation shall have One (1) Director constituting the Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws. The name and address of the Board of Director of this corporation is:

Name

<u>Address</u>

Wael Dahsheh

13915 Greentree Trail West Palm Beach, FL 33414

C. That Article VI of the Articles of Incorporation is deleted in its entirety and substituted witht the following:

The street address of the initial registered office of this corporation is: 13915 Greentree Trail, West Palm Beach, Florida, 33414, and the name of the initial registered agent of this corporation at that address is Wael Dahsheh.

- D. That the above-described Amendments were duly adopted by the Director and Shareholders of the corporation at a special meeting of the corporation held on January 6, 1995, upon the resolution of the Board of Directors in conformance and in accordance with the provisions of Section 607.187, et. seq., Florida Statutes.
- E. The above described Amendments to the Articles of Incorporation shall become effective upon the filing of these Articles of Amendment with the Department of State, State of Florida.

IN WITNESS WHEREOF, I have set my hand and seal this day of

December, 1995.

NEW BIZCO PROPERTIES, INC.

By: Wael Dahsheh, President

STATE OF FLORIDA COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 3/2 day of 1995, by Wael Dahsheh, President of NEW BIZCO PROPERTIES, INC., who is personally known to me, or who has produced _____ as identification, and who did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 300 day of December, 1995.

otary Public, State of Florida

My Commission Expires:

LYDIA PRIEST
MY COMMISSION & CC400856 EXPIRES
AUGUST 16, 1898
BONDEC TIPU TROY FAIN INSURANCE, INC

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BY SERVED.

NEW BIZCO PROPERTIES, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

NEW BIZCO PROPERTIES, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of West Palm Beach, County of Palm Beach, State of Florida, has named Wael Dahsheh, located at 13915 Greentree Trail, West Palm Beach, Florida, 33414, as its agent to accept service of process within the State.

ACKNOWLEDGMENT

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. Further, I am familiar with and accept the obligations provided for in Florida Statute 607.0505.

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