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PLEASE DIRECT ALL MAIL
TO HOLLYWOOD OFFICE

April 7, 1995

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32399

RE: G & N OF SOUTH FLORIDA, INC.


Dear Sir:

I am enclosing the original and one copy of the Articles of Incorporation and Acceptance as Designation of Resident Agent together with our check in the sum of \$122.50 for filing, with regard to the above corporation.

Please return a copy for our files.

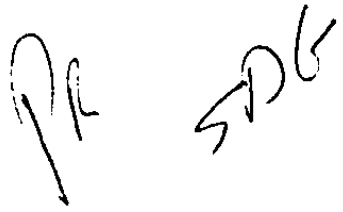
We would greatly appreciate prompt handling of this matter.

Yours very truly,


JERALD C. CANTOR
For the Firm

JCC:cg

cc: Mr. Lothar Neumetzger



ARTICLES OF INCORPORATION
G & N OF SOUTH FLORIDA, INC.

FILED
55 APR 11 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons, hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: G & N OF SOUTH FLORIDA, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business and the object and purpose to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as a natural person might or could do, viz:

(a) To acquire, by purchase, lease, exchange or otherwise, and to own, use, hold, sell, convey, exchange, lease, mortgage, improve, develop, divide and otherwise deal in and dispose of real property, and any interest or right therein, whether as principal, agent or otherwise, and to manage, operate, service, equip, build, erect, furnish, alter, and keep in repair buildings, single family homes, and sell property of every kind, nature and description, whether as principal, agent or otherwise, and generally to do anything and everything necessary and proper to the extent permitted by law in connection with the owning, managing, developing, improving, building, erecting and operating real and

personal property of any and all kinds.

(b) To do any and all things necessary, proper or convenient for or incident to the furtherance of the powers and purposes herein mentioned.

(c) To exercise any power and authority, and to engage in any type of business which may be done by a profit corporation organized and existing under and by virtue of Chapter 607, Florida Statutes, it being the intent that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of the capital stock which this corporation shall be authorized to have outstanding at any time is ONE THOUSAND (1000) shares at \$1.00 par value.

ARTICLE IV.

The amount of the capital with which this corporation shall begin business is not less than FIVE HUNDRED and NO/100 DOLLARS (\$500.00).

ARTICLE V.

The existence of this corporation shall be perpetual.

ARTICLE VI.

The street address of the initial registered office of this corporation is 5197 Nicholas Drive, West Palm Beach, Florida 33417, and the name of the initial registered agent of this corporation at that address is LOTHAR NEUMETZGER.

ARTICLE VII.

This corporation shall have two Directors initially. The number of Directors may be increased from time to time by the By-Laws, but shall never be less than two. The names and addresses of the initial Directors of this corporation are:

LOTHAR NEUMETZGER	5197 Nicholas Drive West Palm Beach, Florida 33417
BEVERLY NEUMETZGER	5197 Nicholas Drive West Palm Beach, Florida 33417

ARTICLE VIII.

The name and post office address of the officers who shall hold office for the first year of the corporation's existence, or until their successors are elected and qualified, and the office they shall hold, are as follows:

LOTHAR NEUMETZGER	-	President and Treasurer 5197 Nicholas Drive West Palm Beach, Florida 33417
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BEVERLY NEUMETZGER

- Vice President and Secretary
5197 Nicholas Drive
West Palm Beach, Florida 33417

ARTICLE IX.

The name and post office address of the subscribers of these Articles of Incorporation and a statement of the number of shares of stock which she agrees to take is as follows:

LOTHAR NEUMETZGER	- 500 Shares
BEVERLY NEUMETZGER	- 500 Shares

ARTICLE X.

The By-Laws of this corporation may provide that less than a majority of the Board of Directors shall constitute a quorum for the transaction of business.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation, this 6th day of April, 1995.


LOTHAR NEUMETZGER


BEVERLY NEUMETZGER

STATE OF FLORIDA)
COUNTY OF Broward) SS:

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared LOTHAR NEUMETZGER and BEVERLY NEUMETZGER, who are personally known to me or have produced a driver's license to be the persons described in and who executed the foregoing instrument and who did take an oath and who acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 6th day of April, 1995.

J.P.C. Cal
Notary Public, State of Florida
My Commission expires:
Print Name: JERALD C. Cantor
Print Title: Notary
Serial No.: _____

OFFICIAL NOTARY SEAL
JERALD CANTOR
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC00388
MY COMMISSION EXP. AUG. 18, 1997

ACCEPTANCE AS DESIGNATION OF RESIDENT AGENT

FILED
95 APR 11 PM 11:00
CLERK OF DISTRICT COURT
PALM BEACH COUNTY, FLORIDA

The undersigned, LOTHAR NEUMETZGER, hereby accepts designation as resident agent of that certain corporation known as G & N OF SOUTH FLORIDA, INC., a Florida corporation.

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

That G & N OF SOUTH FLORIDA, INC., desiring to organize under the laws of the State of Florida as a Florida corporation with its principal office at 5197 Nicholas Drive, West Palm Beach, Florida 33417, has named LOTHAR NEUMETZGER, located at 5197 Nicholas Drive, West Palm Beach, Florida 33417, County of Palm Beach, State of Florida, as its agent to accept service of process within this State.

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.



LOTHAR NEUMETZGER
RESIDENT AGENT