

P96000207/2

OPPORTUNITY INVESTMENTS, INC.
6695 RACQUET CLUB DRIVE, LAUDERHILL, FLORIDA 33319

February 28, 1996

Department of State
Corporate Records/
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

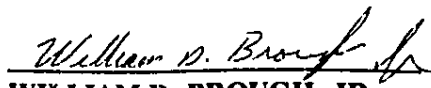
RE: INCORPORATION OF
OPPORTUNITY INVESTMENTS, INC.

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Corporation of **OPPORTUNITY INVESTMENTS, INC.**

Also find enclosed a check made payable to the Secretary of State in the amount of \$70.00 which includes the statutory filing fee. Your assistance in establishing this corporation is appreciated.

Respectfully,


WILLIAM D. BROUGH, JR.
6695 RACQUET CLUB DRIVE
LAUDERHILL, FLORIDA 33319

RECEIVED
TALLAHASSEE, FLORIDA
FEB 29 1996

200001731642
-03/04/96--01143--007
*****70.00 *****70.00

3/7/96

TB

ARTICLES OF INCORPORATION
OF
OPPORTUNITY INVESTMENTS, INC.

ARTICLE ONE

The name of the corporation is **OPPORTUNITY INVESTMENTS, INC.** The principal address of the corporation is: 6695 RACQUET CLUB DRIVE, LAUDERHILL, FLORIDA 33319.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is **one hundred (100) of no par value.**

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$1,000.00 consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of its initial registered office is 6695 RACQUET CLUB DRIVE, LAUDERHILL, FLORIDA 33319, and the name of its initial registered agent at such address is WILLIAM D. BROUGH, JR.. I am hereby familiar with and accept the duties and responsibilities as registered agent for said corporation.


WILLIAM D. BROUGH, JR.

ARTICLE SEVEN

The number of directors constituting the initial board of directors is two (2), and the name and address of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name	Mailing Address
WILLIAM M. D. BROUGH, JR.	6695 RACQUET CLUB DRIVE, LAUDERHILL, FLORIDA 33319
PATRICIA STARR	6695 RACQUET CLUB DRIVE, LAUDERHILL, FLORIDA 33319

ARTICLE EIGHT

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE NINE

The name and address of each incorporator is:

Name	Mailing Address
WILLIAM D. BROUGH, JR.	6695 RACQUET CLUB DRIVE, LAUDERHILL, FLORIDA 33319


Incorporator

ARTICLE TEN

The powers of the incorporators cease upon filing of the Articles of Incorporation.

P96000020713

OPPORTUNITY INVESTMENTS, INC.
6695 Racquet Club Drive, Lauderhill, Florida 33319
(954) 486-4355

October 29, 1996

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

500001995765--8
-11/05/96--01058--015
*****87.50 *****87.50

RE: Articles of Amendment for **OPPORTUNITY INVESTMENTS, INC.**
and Request for Certified Copy of Articles of Incorporation

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Amendment to the Articles of Incorporation of **OPPORTUNITY INVESTMENTS, INC.**

Please amend the Articles of Incorporation as indicated, and forward one certified copy of the original Articles of Incorporation to us at your earliest convenience.

Also please find enclosed a check made payable to the Secretary of State in the amount of \$87.50 which includes the statutory filing fee for amending the Articles (\$35.00) and for obtaining one certified copy of the original Articles of Incorporation (\$52.50).

Your assistance in these matters is appreciated. Please do not hesitate to contact me if there are any questions.

Respectfully,


WILLIAM D. BROUGH, JR.

Amend
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV -4 AM 11:29
1996
TLL NOV

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
OPPORTUNITY INVESTMENTS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV -4 AM 11:23

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

ARTICLE VII

The names and addresses of the members of the Board of Directors are:

WILLIAM D. BROUGH, JR. 6695 Raquet Club Drive, Lauderhill, Florida 33319

PAULA MORGENSTERN 6850 Landings Drive, #204, Lauderhill, Florida 33319

SECOND: If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows: Not applicable.

THIRD: The date of each amendment's adoption: October 29, 1996.

FOURTH: Adoption of Amendments:

The amendments were adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 29 day of October, 1996.

Signature William D. Brough Jr.

William D. Brough Jr.
Typed or printed name

Director
Title

P96000020713

OPPORTUNITY INVESTMENTS, INC.
6695 Racquet Club Drive, Lauderdale, Florida 33319
(954) 486-4355

April 22, 1997

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

FILED
97 APR 28 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Articles of Amendment for **OPPORTUNITY INVESTMENTS, INC.**
Document Reference No. P96000020713

Dear Secretary of State:

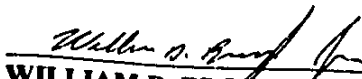
400002157034--2
-04/28/97--01118--001
*****35.00 *****35.00

Enclosed find one original and a copy of the Articles of Amendment to the Articles of Incorporation of **OPPORTUNITY INVESTMENTS, INC.** Also please find enclosed a check made payable to the Secretary of State in the amount of \$35.00 which includes the statutory filing fee for amending the Articles.

Please amend the Articles of Incorporation as indicated, and forward one stamped copy of the amended Articles of Incorporation to me at your earliest convenience.

Your assistance in this matters is appreciated. Please do not hesitate to contact me if there are any questions.

Respectfully,


WILLIAM D. BROUGH, JR.

Amend

VS MAY 6 1997

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
OPPORTUNITY INVESTMENTS, INC.

FILED
97 APR 28 PM 4:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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WILLIAM D. BROUGH, JR. 6695 Raquet Club Drive, Lauderhill, Florida 33319

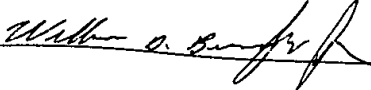
SECOND: If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows: Not applicable.

THIRD: The date of each amendment's adoption: April 22, 1997.

FOURTH: Adoption of Amendments:

The amendments were adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 24 day of April, 1997.

Signature 

William D. Brough, Jr.
Typed or printed name

Director
Title