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Barry R. Gainsburg, Esq.
1801 Clint Moore Road
Suite 203
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FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 1, 1996

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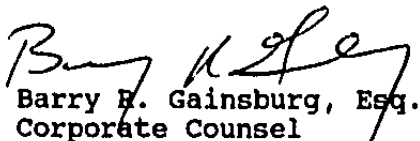
Division of Corporations
George Firestone Bldg.
409 E. Gaines Street
Tallahassee, FL 32399

Dear Sir/Madam:

Enclosed herewith please find the original and a copy of the Articles of Incorporation for Net Worth One, Inc., in addition to the \$131.25 filing fees for a certified copy and certificate.

Please return a copy of the filed Articles to the principal place of business address. Thank you for your cooperation in this matter, and if you have any questions or comments please feel free to discuss them with me.

Sincerely,


Barry R. Gainsburg, Esq.
Corporate Counsel

W96-4954
502

3-13-96
JA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 6, 1996

BARRY R. GAINSBURG, ESQUIRE
1801 CLINT MOORE ROAD
SUITE 203
BOCA RATON, FL 33487

SUBJECT: NET WORTH ONE, INC.
Ref. Number: W96000004954

We have received your document for NET WORTH ONE, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 896A00009913

Barry R. Gainsburg, Esq.
1801 Clint Moore Road
Suite 203
Boca Raton, FL 33487
(407) 989-0881

March 11, 1996

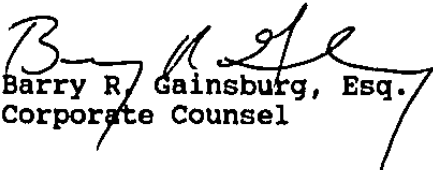
Ms. Kathy Hyman
Division of Corporations
George Firestone Bldg.
409 E. Gaines Street
Tallahassee, FL 32399

Dear Sir/Madam:

Pursuant to our conversation earlier today, enclosed herewith please find the original and a copy of the Articles of Incorporation for Net Worth South, Inc., in addition to the \$131.25 filing fees that you are already in possession of for a certified copy and certificate.

Please return a copy of the filed Articles to the principal place of business address. Thank you for your cooperation in this matter, and if you have any questions or comments please feel free to discuss them with me.

Sincerely,


Barry R. Gainsburg, Esq.
Corporate Counsel

ARTICLES OF INCORPORATION
OF
NET WORTH SOUTH, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the Corporation shall be:

NET WORTH SOUTH, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3000 Jasmine Terrace
Delray Beach, Florida 33483

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

ONE HUNDRED THOUSAND (100,000) SHARES OF ONE CLASS ONLY NAMELY COMMON STOCK HAVING A PAR VALUE OF ONE DOLLAR (\$1.00) PER SHARE

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Philip M. Tuccelli
3000 Jasmine Terrace
Delray Beach, FL 33483

ARTICLE V DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors of this Corporation may be either increased or diminished from time to time pursuant to the Bylaws, but shall never be less than one (1).

ARTICLE VI INITIAL DIRECTORS

The name and street address of the initial Directors of this Corporation who shall hold office until their successors are elected or appointed and shall have qualified are:

Philip M. Tuccelli
3000 Jasmine Terrace
Delray Beach, Florida 33483

ARTICLE VII INCORPORATOR(S)

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

Philip M. Tuccelli
3000 Jasmine Terrace
Delray Beach, Florida 33483

The undersigned has executed these Articles of Incorporation this
11 day of March, 1996.



PHILIP M. TUCCELLI, INCORPORATOR

FILED

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

96 MAR 12 PM 2:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

NET NORTH SOUTH, INC.

2. The name and address of the registered agent and office is:

PHILIP M. TUCCELLI

NAME

3000 JASMINE TERRACE

ADDRESS

DELRAY BEACH, FLORIDA 33483

CITY/STATE/ZIP

SIGNATURE


Philip M. Tuccelli

TITLE INCORPORATOR

DATE MARCH 11, 1996

HAVING BEEN NAMES 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE


Philip M. Tuccelli

DATE

3/11/96