

MCLEOD, MCLEOD & MCLEOD, P.A.

Attorneys and Counselors at Law

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Apopka, Florida 32704-0950

Johnie A. McLeod
Raymond A. McLeod
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March 12, 1996

48 East Main Street
Telephone (407) 886-4300
Facsimile (407) 886-0087

Secretary of State
Corporate Division
PO Box 6327
Tallahassee, FL 32314

RE: 2 Nice Girls, Inc.

Gentlemen:

000001748310
-03/19/96--01060--008
****122.50 ****122.50

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Fee	35.00
Total	\$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you.

Sincerely yours,

Raymond A. McLeod

Raymond A. McLeod

RAM/jlk

Enclosures

MAR 22 1996

FILED
MAR 18 PM 12:19
TALLAHASSEE, FLORIDA
STATE

**ARTICLES OF INCORPORATION
OF
2 NICE GIRLS!, INC.**

FILED
96 MAR 18 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation is **2 NICE GIRLS!, INC.**

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The corporation is authorized to issue 1,000 shares, all of one class, at \$1.00 par value.

ARTICLE V

The name and address of the Initial Registered Agent is **RAYMOND A. McLEOD** whose address is 48 East Main Street, Apopka, Florida 32703 and the principal office of this corporation is 266 Lovell Lane, Apopka, Florida 32703.

ARTICLE VI

This corporation shall have two (2) Directors initially, and the number of Directors may be either increased or decreased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial Directors of this corporation are:

NANCY E. KENDALL
266 Lovell Lane
Apopka, Florida 32703

SARAH M. McLEOD
266 Lovell Lane
Apopka, Florida 32703

ARTICLE VII

The name and address of the persons signing these Articles of Incorporation as Incorporators are NANCY E. KENDALL, 266 Lovell Lane, Apopka, Florida 32703 and SARAH M. McLEOD, 266 Lovell Lane, Apopka, Florida 32703.

ARTICLE VIII

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

ARTICLE IX

Shares of capital stock of this corporation shall be issued initially to the following in the amount set opposite his name:

<u>NAME</u>	<u>SHARES</u>
NANCY E. KENDALL	500
SARAH M. McLEOD	500

Shares held by the initial stockholders listed above may not be resold or otherwise transferred to other persons unless such shares are offered to the corporation. Further, the price and terms at which, and the time in which, such shares may be offered and sold shall be further specified in the By-Laws.

ARTICLE X

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XI

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

ARTICLE XII

Directors need not be residents of this state or shareholders unless Articles of Incorporation or By-Laws so require.

ARTICLE XIII

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders meeting, with no less than a majority vote of the common stock issued and outstanding.


ARTICLE XIV

If all Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator and Initial Resident Agent has executed these Articles of Incorporation this 12th day of March, 1996.



NANCY E. KENDALL
Incorporator

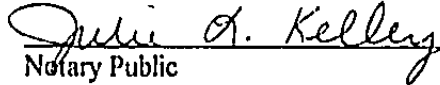


SARAH M. McLEOD
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared **NANCY E. KENDALL** and **SARAH M. McLEOD** each personally known by me to be the persons who executed the foregoing Articles of Incorporation of 2 NICE GIRLS!, INC. as the Incorporators, and they acknowledged to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto placed my hand and seal this 12th day of March, 1996.



Notary Public

Printed Name of Notary

My commission expires:

(SEAL)



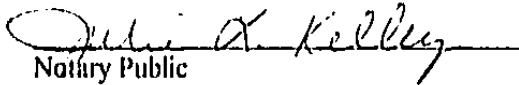
ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared RAYMOND A. McLEOD, known to me to be the person who accepted designation as Registered Agent on behalf of 2 NICE GIRLS!, INC., and he acknowledged before me that he executed this Acceptance of Designation as Registered Agent freely and voluntarily.


RAYMOND A. McLEOD

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 12th day of March, 1996.


Notary Public

Printed name of Notary
My Commission Expires:

(SEAL)



FILED
MAR 18 PM 12:19
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

[2NICEGIRLS!.ART/03-11-96/RAM]