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TAX AND CONSULTING SERVICE, INC.
ACCOUNTING • TAX PLANNING • PAYROLL • TAX PREPARATION • ESTATE PLANNING

979 CROTON ROAD • MELBOURNE, FLORIDA 32936 • (407) 283-6402 • FAX (407) 283-6401

96 MAY 31 PM 2:02

DOUGLAS D. ROCCAFORTE, J.D.
Member: California Bar
Accredited Tax Advisor

May 30, 1996

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Member: NAIP
Tax and Accounting

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

VIA AIRBORNE EXPRESS

Re: NATIONAL ACQUISITIONS GROUP, INC.

Gentlemen:

Enclosed are:

1. Original and one copy of Articles of Incorporation for the above named entity.
2. Check in the amount of \$70.00 for filing fees and Registered Agent designation.
3. Pre-paid Airborne Express Airbill and Envelope.

Please file the original Articles and return one copy with your filing verification in the Airborne Express package enclosed.

Thank you for your courtesy and special handling of these Articles. If you have any questions, please contact our office.

Sincerely,

DOUGLAS D. ROCCAFORTE
For the Firm

Enclosures

cc: D. Fredrick

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ARTICLES OF INCORPORATION

96 MAY 31 PM 2:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, for the purpose of forming a corporation under the laws of The State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be:

NATIONAL ACQUISITIONS GROUP, INC.

ARTICLE II

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

**1510 BOTTLEBRUSH AVE., SUITE #2
PALM BAY, FLORIDA 32905**

ARTICLE III

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

FIVE THOUSAND (5000) SHARES

At No Dollar (\$0.00) Par Value.

All of said authorized shares of stock shall be of one class.

ARTICLE IV

The name and address of the Initial Registered Agent of this corporation is:

**DONALD A. FREDRICK
1510 BOTTLEBRUSH AVE., SUITE #2
PALM BAY, FLORIDA 32905**

ARTICLE V

The general nature of the business and the objects and purposes proposed to be transacted and carried on by this corporation are:

To do any or all of the things permitted
or provided by the laws of The State of Florida
and to the extent permitted and provided by
said laws.

ARTICLE VI

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law. Every such amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved, at a shareholders meeting, by a majority of the shares entitled to vote thereon, unless all of said directors and all of said shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE VII

The private property of the shareholders of this corporation shall not be subject to the payment of the debts of this corporation to any extent whatsoever. This corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness, of such shareholders, to this corporation.

ARTICLE VIII

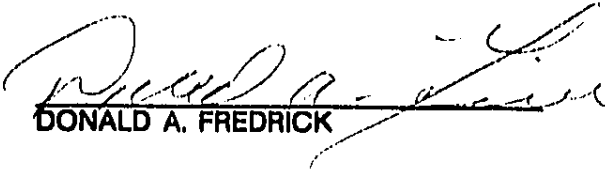
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The name and street address of the Incorporator to these Articles of Incorporation, who shall also serve as the Initial Director of this Corporation, is:

**DONALD A. FREDRICK
1510 BOTTLEBRUSH AVE., SUITE #2
PALM BAY, FLORIDA 32905**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

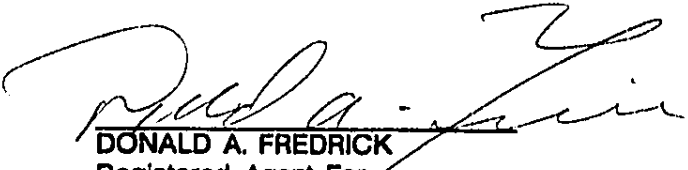
THE UNDERSIGNED INCORPORATOR has executed these Articles of Incorporation this 28th day of May, 1996.


DONALD A. FREDRICK

ACKNOWLEDGEMENT

Having been named as the Initial Registered Agent to accept service of process, at the place designated, for the above named corporation, in the foregoing Articles of Incorporation, I hereby accept this 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.

Dated May 28th, 1996.


DONALD A. FREDRICK
Registered Agent For
NATIONAL ACQUISITIONS
GROUP, INC.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 15, 1996

Gary M. Appelblatt, Esq.
3610 American River Dr.
Suite 112
Sacramento, CA 95864

SUBJECT: ROSS, FORSTER, SCILLA & BROOKS, INC.
Ref. Number: P96000048738

We have received your document for ROSS, FORSTER, SCILLA & BROOKS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

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) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 696A00034213

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

ROSS, FORSTER, SCILLIA & BROOKS, INC.

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

FIRST: Amendment adopted:

Article III shall be amended in its entirety to read as follows:

The Corporation is authorized to issue two class of shares, designated respectfully "Common Stock" and "Preferred". Five million (5,000,000) shares of Common Stock may be issued with no par value. One million (1,000,000) shares of Preferred Stock may be issued. The Common Stock has voting rights. The Preferred Stock has no voting rights.

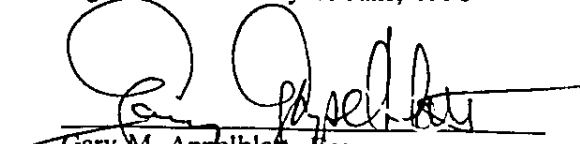
(a) The Preferred Stock is entitled to receive dividends on a noncumulative basis at the rate of up to One Dollar (\$1.00) per share, as and when declared by the board of directors out of funds legally available therefor. No dividends or other distributions may be made for the Common Stock during any fiscal year of the corporation until dividends on the Preferred Stock during that fiscal year have been declared and paid, or set apart for payment.

SECOND: There are at present, no issued shares.

THIRD: The date for the above amendment's adoption is June 10, 1996.

FOURTH: Adoption of Amendment. The amendment was adopted by the incorporator without shareholder action and shareholder action was not required.

Signed this 21st day of June, 1996



Gary M. Appelblatt, Esq.
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA