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Surfus & Surfus

ATTORNEYS AT LAW

GERALD C. SURFUS

EMILY S. SURFUS

BOARD CERTIFIED
MARITAL & FAMILY LAWYER

FILED

96 JUN 19 AM 11:06

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

DAPHNE JO KICKELHEIMER
LEGAL ASSISTANT

BARBARA L. BARKER
LEGAL ASSISTANT

June 17, 1996

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

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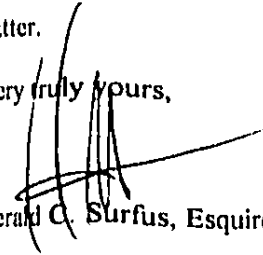
Re: N M & D, INC.

Gentlemen:

Enclosed herewith please find the original Articles of Incorporation and Certificate of Registered Agent and our check in the amount of \$122.50 to file same.

Thank you for your assistance in this matter.

Very truly yours,


Gerald C. Surfus, Esquire

GCS:dls
Enclosures
cc:file

PH
6/21/96

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

1. The name of the this corporation shall be:

N M & D, INC.

2. The general nature of this business to be transacted shall be services to the public.

The foregoing paragraph shall be construed as enumerating both objects and powers of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific power shall not be held to limit or restrict in any manner the powers of this corporation.

3. The capital stock of this corporation shall consist of 100 shares of common stock at \$5.00 each. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America, or property, labor or service at a just valuation to be fixed by the directors. Property and labor may also be purchased with the capital stock at such valuation as shall be fixed by the directors.

4. The amount of capital with which this corporation shall being business is not less than FIVE HUNDRED (\$500.00) DOLLARS.

5. This corporation is to have perpetual existence.

6. The principal office of the corporation shall be:

1168 Whitfield Avenue
Sarasota, Florida 34205

7. The number of its directors shall be three (3) but the By-laws may provide for such increase or decrease in number thereof as authorized by law.

8. The names and addresses of the members of the first Board of Directors are:

Lorinda Morneau, President
404 58th Avenue Terrace East
Bradenton, Florida 34203

Susan Schroeder, Vice President
3550 59th Avenue Drive West
Bradenton, Florida 34210

Brenda Harris, Secretary
114 59th Avenue East
Bradenton, Florida 34203

9. The names and addresses of the subscribers to these Articles of Incorporation, and the number of shares each agrees to take care as follows:

Lorinda Morneau, President 404 58th Avenue Terrace East Bradenton, Florida 34203	33.0 Shares
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Susan Schroeder, Vice President 3550 59th Avenue Drive West Bradenton, Florida 34210	34.0 Shares
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Brenda Harris, Secretary 114 59th Avenue East Bradenton, Florida 34203	33.0 Shares
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Total Shares	100.0
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The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business.

10. The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting and regulating the powers of the corporation, its stockholders and directors are

heroby adopted as a part of these Articles of Incorporation.

(a) No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

(b) The directors may prescribe a method or methods for replacoment of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefore.

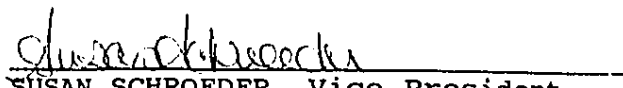
(c) The original incorporators of the corporation shall have the right upon its organization, to assign and deliver their subscriptions of stock as set forth in Article 9 hereof to any other persons, or to firms or corporations who may hereafter become subscribers to the capital stock of the corporation, who, upon acceptance of such assignment shall stand in lieu of the original incorporators, and assume and carry out all the rights, liabilities and duties entailed by said subscriptions, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

(d) No contract or other transaction between the corporation and any other corporation in the absence of fraud, shall be affected invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or is a director or officer or are directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act or

transaction of the corporation with any person or persons, firm or corporation in the absence of fraud, shall be affected or invalidated by the fact that any director of the corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he also is a director of such subsidiary or controlled company.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Article of Incorporation at Sarasota County, Florida for the uses and purposes aforesaid this 12th day of June, 1996.


LORINDA MORNEAU, President


SUSAN SCHROEDER, Vice President

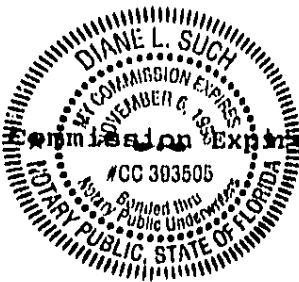

BRENDA HARRIS, Secretary

STATE OF FLORIDA
COUNTY OF SARASOTA

11th The foregoing instrument was acknowledged before me, on this day of June, 1996, by LORINDA MORNEAU, who is personally known to me.

Diane L. Such
Notary Public

My Commission Expires:

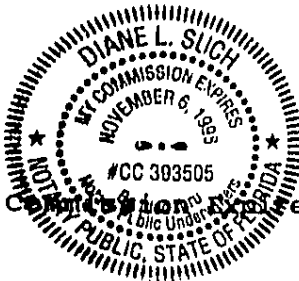


STATE OF FLORIDA
COUNTY OF SARASOTA

12th The foregoing instrument was acknowledged before me, on this day of June, 1996, by SUSAN SCHROEDER, who is personally known to me.

Diane L. Such
Notary Public

My Commission Expires:

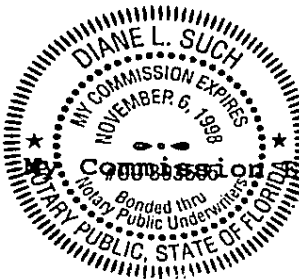


STATE OF FLORIDA
COUNTY OF SARASOTA

13th The foregoing instrument was acknowledged before me, on this day of June, 1996, by BRENDA HARRIS, who is personally known to me.

Diane L. Such
Notary Public

My Commission Expires:



STATE OF FLORIDA
DEPARTMENT OF STATE

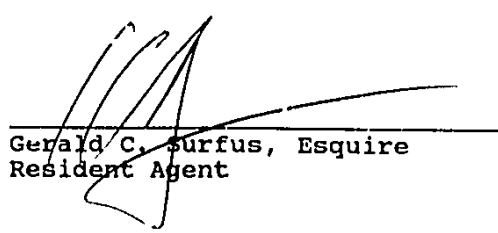
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Certificate designating place of business or domicile for the service of process within this state, naming agent upon whom process may be served.

The following is submitted in compliance
with Chapter 48.091, Florida Statutes

N M & D, INC., a corporation organized (or organizing) under the laws of the State of Florida, with its principal office at 1168 Whitfield Avenue, City of Sarasota, County of Sarasota, State of Florida, has named, Gerald C. Surfus, Esquire, as its agent to accept service of process within this state.

I agree as Resident Agent to accept service of process; to keep office open during prescribed hours, to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.



Gerald C. Surfus, Esquire
Resident Agent