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DAVID S. NUNES
3917 N. Andrews Ave.
Ft. Laudordalo, Florida 33309
(954)561-2034

September 18, 1996

Secretary of State
Corporate Record Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

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****122.50 ****122.50

RE: NUNES & COMPANY BUSINESS ACCOUNTS, INC.

Dear Sir/Madam:

Enclosed please find the original Article and two Copies of NUNES & COMPANY BUSINESS ACCOUNTS INC. along with our check in the amount of One Hundred and Twenty-Two Dollars and Fifty Cents (\$122.50) to cover filing fees. We are also attaching a self-addressed stamped envelope and request that after filing, the Certificate and copies be returned to us.

Thank you for your cooperation in this matter.

Very truly yours,

By:

David S. Nunes

SECRETARY OF STATE
TALLAHASSEE FLORIDA

96 SEP 24 PM 12:00

FILED

9/26

14.
ARTICLES OF INCORPORATION
OF
NUNES & COMPANY BUSINESS ACCOUNTS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 SEP 24 PM 12:00

FILED

The undersigned, acting as incorporator of NUNES & COMPANY BUSINESS ACCOUNTS, INC., a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the information, liabilities, rights, powers, immunities of a corporation for profit, and do hereby certify:

ARTICLE I

The name of the Corporation is NUNES & COMPANY, BUSINESS ACCOUNTS, INC.

ARTICLE II

The Corporation shall have perpetual existence.

ARTICLE III

The general purpose for which the corporation is organized is:

1. To engage in the business of managing NUNES & COMPANY BUSINESS ACCOUNTS, INC. affairs either on its own behalf as principal, or as importer and/or exporter, or as a jobber, or on commission, or as a broker, or as a commercial and general agent and factor for any person, partnership, association, or corporation to purchase or otherwise acquire, own, mortgage, pledge, charter, lease, sell, assign and transfer, or otherwise dispose of, and deal in and with either at a wholesale, or retail and machinery, implements, tools, appliances, supplies, and other goods, wears and merchandise of all kinds pertaining to the operation of a management office permitted under the laws of the United States of America, or of this State.

2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act, or engage into any other trade or business which can, in the opinion of the shareholders or the Corporation, be advantageously carried on in connection with and auxiliary to the foregoing business.

3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLES IV

The aggregate number of shares which the corporation is authorized to issue is FIVE HUNDRED (500). Such shares shall be of single class and shall have a par value of ONE DOLLAR (1.00) per share.

ARTICLE V

Preemptive Rights Designation: Each shareholder of the Corporation shall have the right to purchase, subscribe for or receive a right or rights to purchase, subscribe for at par value thereof, pro-rated portion or any stock or any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation or any class or classes and whether or not of unissued shares authorized by the Articles of Incorporation originally filed, or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for such, personal property, real property, or leases thereof, of any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation or any class or classes or to which is attached or pertinent any warrant or warrants or other instruments or instrument conferring on the holder the right to subscribe for or purchase from the corporation any share of its stock of any class or classes.

ARTICLE VI

The street address of the initial registered agent of the Corporation and the street address of the Corporation is 3917 N. Andrews Avenue, Fort Lauderdale, Florida 33309; and the name of the initial registered agent at such address is DAVID S. NUNES. The principal office address shall be the same as the registered office address.

ARTICLE VII

The initial number of Shareholders of the corporation is two (2). The name and address of said Shareholders is.

David S. Nunes

3917 N. Andrews Avenue
Ft. Lauderdale, Florida 33309

Mary K. Nunes

3917 N. Andrews Avenue
Ft. Lauderdale, Florida

ARTICLE VIII

The name and address of the Incorporator is:

David S. Nunes
3917 N. Andrews Avenue
Ft. Lauderdale, Florida 33309

ARTICLE IX

The business of this Corporation shall be managed by its Shareholders rather than a Board of Directors.

ARTICLE X


These Articles of Incorporation shall be effective immediately upon the receipt and approval of the Secretary of State of Florida.

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law.

THE UNDERSIGNED, being the original subscriber and incorporator of the foregoing corporation do hereby certify that the foregoing constitutes the proposed charter of Nunes & Company Business Accounts Inc.

WITNESS my hand and seal this 18 day of Sept, 1996

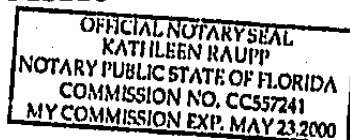

DAVID S. NUNES, (incorporator)

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, personally appeared DAVID S. NUNES to me personally known to be the person described in, and who executed the foregoing ARTICLES OF INCORPORATION and he acknowledged before me that he executed the same, for the uses and purposes intended therein.

WITNESS my hand and official seal in the State and County named above, this 15 day of Sept, 1996.

Kathleen Raupp
Notary Public



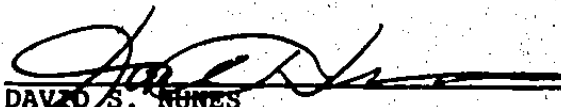
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0601, 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 NUNES & COMPANY BUSINESS ACCOUNTS INC.
2. The name and address of the registered agent and office is:

DAVID NUNES
3917 N. Andrews Avenue
Ft. Lauderdale Florida, 33309

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HERB 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.


DAVID S. NUNES

Date Sept 18, 1996

SECRETARY OF STATE
TALLAHASSEE FLORIDA

96 SEP 24 PM 12:00

FILED