

PAUL MARTZ, ATTORNEY AT LAW

**BOARD CERTIFIED MARITAL,
AND FAMILY LAW ATTORNEY**

**TELEPHONE: (904) 824-1678
TELEFAX: (904) 824-1111**

**3760 NORTH PONCE DE LEON BLVD.
POST OFFICE BOX 3928
ST. AUGUSTINE, FL 32086-3928**

September 18, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: NGS 2000, Inc.
Our File No. A8292

**600001952536
-09/20/96--01035--010
****122.50 ****122.50**

Dear Reader:

Enclosed are an original and a copy of the Articles of Incorporation of the above referenced corporation. Please file the original, indicate the filing date on the copy and return the copy to me.

Also enclosed is a check covering the fees and charges in the amount of One Hundred Twenty-Two and 50/100 Dollars (\$122.50), which includes the filing fee for the Articles of Incorporation, a certified copy of the Articles of Incorporation and the Registered Agent Designated filing fee.

Thank you for your cooperation.

Sincerely,


Paul Martz
For the Firm

W96-20089

634
615

PM:vrc
Enclosures
cc: NGS 2000, Inc.
A8292-10.1tr

10806



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 24, 1986

PAUL MARTZ, ESQ.
3760 NORTH PONCE DE LEON BLVD.
POST OFFICE BOX 3928
ST. AUGUSTINE, FL 32085-3928

SUBJECT: NGS 2000, INC.
Ref. Number: W96000020089

We have received your document for NGS 2000, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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: 596A00043931

PAUL MARTZ, ATTORNEY AT LAW

DEANARD CHRISTIAN MARTZ, JR.
AND FAMILY LAW ATTORNEY

TELEPHONE: (904) 824-1678
TELEFAX: (904) 824-1111

3760 NORTH PONCE DE LEON BLVD.
POST OFFICE BOX 3928
FT. AUGUSTINE, FL 32004-3928

October 4, 1996

Secretary of State
Division of Corporations
Attention: Kathy Hyman, Document Specialist
Post Office Box 6327
Tallahassee, FL 32314

RE: NGS 2000, Inc.
Our File No. A8292

Dear Reader:

You will find attached hereto the original and one copy, both executed as originals, concerning Articles of Incorporation of NGS 2000, Inc. Also attached is a copy of your letter of September 24, 1996.

Please enroll the corporation and return to me a certified copy of the Articles of Incorporation.

We appreciate your suggestions and instruction concerning this matter.

Sincerely,



Paul Martz
For the Firm

PM:vrc
Enclosures
cc: NGS 2000, Inc.
A8292-10.1tr

**Articles of Incorporation of
NGS 2000, Inc.,
a Florida corporation**

FILED
96 OCT -7 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 1 - Name.

The name of this corporation shall be NGS 2000, Inc.

Article 2 - Commencement and Duration.

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Secretary of State of the State of Florida. The corporation's duration shall be perpetual.

Article 3 - Purpose.

The corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of the State of Florida and the United States and as may be otherwise under the laws of the State of Florida and the United States of America.

Article 4 - Capital Stock.

The corporation shall have authority to issue 500 shares of no par value common capital stock.

Article 5 - Preemptive Rights.

Every Shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, is that which the Shareholder already holds, shall have the preemptive right to purchase a pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which those shares are offered to others.

Article 6 - Transfer Restrictions.

No Shareholder shall have the right to sell, assign, pledge, encumber, transfer, nor otherwise impose or dispose any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall

be in writing, signed by the Shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails and refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the Shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any Shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the Shareholder immediately prior to the Shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the Shareholder.

Each stock certificate issued by this corporation shall carry the following legend, or words to similar import:

"These shares are held subject to certain transfer restrictions imposed by this corporation's Articles of Incorporation, a copy of which are on file at this corporation's principal office."

Article 7 - Initial Board of Directors.

The number of Directors of this corporation's initial Board of Directors shall be two. The number of Directors may be increased from time to time as provided in this corporation's By-laws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the initial Board of Directors are:

Gina Wisniewski
405 Camellia Trail
St. Augustine, FL 32086

Edward Wisniewski
405 Camellia Trail
St. Augustine, FL 32086

Article 8 - Indemnification.

This incorporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

Article 9 - Initial Registered Office and Agent.

The address of this corporation's initial principal office shall be:

405 Camellia Trail
St. Augustine, FL 32086

The mailing address of this corporation's principal office shall be:

Post Office Box 103
St. Augustine, FL 32085-0103

The name of the individual who shall serve as this corporation's initial registered agent at that address is Gina Wisniewski.

Article 10 - Incorporator.

The incorporators. The name and address of the individuals who shall serve as the corporation's incorporator's are Edward Wisniewski and Gina Wisniewski, the address of each being 405 Camellia Trail, St. Augustine, Florida, 32086.

Article 11 - Amendment.

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments thereto. Any rights conferred upon the Shareholders shall be subject to this reservation.



GINA WISNIEWSKI



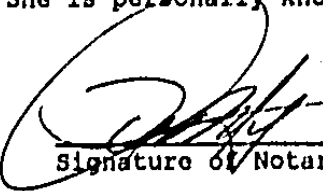
EDWARD WISNIEWSKI

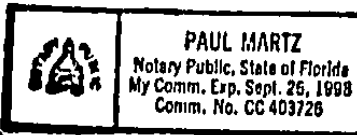
I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR NGS 2000, INC., a Florida corporation.


GINA WISNIEWSKI

STATE OF FLORIDA
COUNTY OF ST. JOHNS

On this 4 day of October, 1996, Gina Wisniewski, designated above as the individual who shall serve as this corporation's initial Registered Agent and incorporator, personally appeared before me and signed, and acknowledged, signing these Articles of Incorporation of NGS 2000, Inc., a Florida corporation. She is personally known to me.


Signature of Notary



Print Name of Notary
Notary Public, State of Florida
My Commission No.

A8292.a01

96 OCT -7 AM 9:40
SECRETARY OF
TALLAHASSEE
COUNTY
FILED