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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV 25 AM 11:42

November 25, 1996

Department of State
Division of Corporations
409 E Gaines St
Tallahassee, FL 32399

600002014336--2
-11/26/96--01100--009
****122.50 ****122.50

Re: GREAT OPPORTUNITIES, INCORPORATED

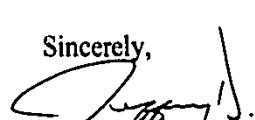
Ladies and Gentlemen:

Please find enclosed for filing one original and one copy of the Articles of Incorporation of Great Opportunities, Incorporated. Also enclosed is a check in the amount of \$122.50 as the appropriate filing fee, including 1 certified copy.

The undersigned hereby requests expedited service for this filing.

Please return the copy, stamped to show the date of filing, to the undersigned.

Sincerely,


Jeffrey D. Lane
7930 NW. 36th Street, #107
Miami, FL 33166

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96 NOV 25 AM 11:37

will wait

D. BROWN NOV 26 1996

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**ARTICLES OF INCORPORATION
OF
GREAT OPPORTUNITIES, INCORPORATED**

ARTICLE I

The name of the Corporation is Great Opportunities, Incorporated.

ARTICLE II

The date and time of the commencement of the corporate existence shall be the date and time of filing these Articles by the Secretary of State. The period of its duration shall be perpetual.

ARTICLE III

The purpose for organizing the corporation is to engage in the transaction of any or all lawful business for which the corporation may be incorporated, under the provisions of the Florida Business Corporation Act.

ARTICLE IV

The principal place of business and mailing address of this corporation shall be 7930 N.W. 36th Street, #107, Miami, FL 33166.

ARTICLE V

The number of directors constituting the initial Board of Directors of the corporation shall be one (1). The name and address of the person who is to serve as Director until the first annual meeting of shareholders, or until a successor is elected and qualified is:

Jeffrey D. Lane,
7930 NW. 36th Street #107
Miami, Florida 33166

ARTICLE VI

The aggregate number of shares which the Corporation has authority to issue is 100 shares of common stock with the par value of \$1.00 per share.

ARTICLE VII

The address of the initial registered office of the Corporation is 1221 Brickell Avenue, Suite 900, Miami, Florida 33131, and the name of the Corporation's initial registered agent for service of process at such address is Florida Incorporators, Inc.

ARTICLE VIII

The name and address of the incorporator to these Articles of Incorporation is:

Jeffrey D. Lane
7930 N.W. 36th Street, #107
Miami, FL 33166.

IN WITNESS WHEREOF, I have hereunto set my hand this 25th day of
November, 1996.



Jeffrey D. Lane
7930 N.W. 36th Street, #107
Miami, FL 33166

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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Pursuant to the provisions of sections 607.0501 or 617.0501, 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: Great Opportunities, Incorporated.
2. The name of the registered agent and office is:

Florida Incorporators, Inc.
1221 Brickell Avenue, Suite 900
Miami, Florida 33131

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 HEREBY 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.

Florida Incorporators, Inc.

SIGNATURE



By: Mark Hankins
President

DATE

11/25/96