

P97000008527

December 27, 1996

State of Florida
Division of Corporations
P O Box 6327
Tallahassee, Fl 32414

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***122.50 ***122.50

RE: Corporation Registration

Dear Sirs:

Enclosed please find our check in the amount of \$ 122.50 to be used as payment for the following services connected with the registration of Never Better Brokerage, Inc. as a for-profit corporation with your office:

Filing fees	\$ 35.00
Certified copy	52.50
Registered agent designation	35.00

Total	\$ 122.50
	=====

Please use the enclosed copy of this letter, duplicate articles of incorporation, and return addressed envelope to confirm to us that this request has been processed.

If you have any questions concerning this matter please contact the undersigned. Thank you for your prompt attention to this matter.

Very Truly Yours

Susan B. Sullivan

Susan B Sullivan
2540 Shader Road
Suite 205 and 206
Orlando, Florida 32804
Phone 407-292-0299

SBSullivan
mgb
enclosures

FILED
JAN 23 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
1/29/97
TD

ARTICLES OF INCORPORATION
OF
Never Better Brokerage, Inc.

ARTICLE I
NAME

The name of this corporation is Never Better Brokerage, Inc.
The address of the corporation is 2540 Shader Road, Suite 205 and
206, Orlando, Fl 32804.

ARTICLE II
DURATION

The Corporation shall have a perpetual existence.

ARTICLE III
PURPOSE

The purpose of this Corporation is to engage in any activities
or business permitted under the laws of the United States and
Florida.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares which this Corporation is
authorized to have outstanding at any time is one thousand shares
of common stock having a par value of one dollar (\$ 1.00) per
share.

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TALLAHASSEE, FLORIDA

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be at 2540 Shader Road, Suite 205 and 206, Orlando, FL 32804, and the initial registered agent of this Corporation at such office shall be Susan B. Sullivan, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of three members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one nor more than four. The names and addresses of the directors constituting the initial Board of Directors are:

William Sullivan, President

2540 Shader Road
Suite 205 and 206
Orlando, FL 32804

Richard Perez, Vice President

303 Wekiva Cove Road
Longwood, FL 32779

Susan B. Sullivan,
Secretary-Treasurer

2540 Shader Road
Suite 205 and 206
Orlando, FL 32804

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Susan B. Sullivan, 2540 Shader Road, Suite 205 and 206, Orlando, FL 32804.

ARTICLE IX

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XI

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

ARTICLE XII

PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding. This right is granted with respect to all shares of stock of the corporation, including:

1. Shares issued as compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates;

2. Shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates;

3. Shares authorized in these Articles of Incorporation that are issued within six (6) months from effective date of incorporation;

4. Shares sold otherwise than for money. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the price, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmation written waiver submitted by the shareholder

to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XIII

CUMULATIVE VOTING

In any election of directors by the shareholders, each shareholder of record entitled to vote shall have the right to cumulate his shares and give one candidate as many votes as shall equal the number of directors to be elected multiplied by the number of shares owned by such stockholder, or to distribute them on the same principle among as many candidates as he sees fit; provided, however, that notice shall be given by any shareholder to the President or a Vice President of the corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to accumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the Bylaws of this corporation.

ARTICLE XIV

LONG-TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or Bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contract.

IN WITNESS WHEREOF, the undersigned executes these Articles of
Incorporation this 31st day of December, 1996.

Susan B. Sullivan

(Name of Incorporator)

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing Articles of Incorporation of Never Better
Brokerage, Inc. were acknowledged before me this 31st day of
December, 1996, by Susan B. Sullivan, as Incorporator.

Notary Public



BARBARA J. MILES
My Comm. Exp. 12/31/97
Bonded By Service Inc.
No. CC552913
((Personally Known)) ((CWA))

Barbara J. Miles

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Never
Better Brokerage, Inc., at the place designated in the Articles of
Incorporation, Susan B. Sullivan, agrees to act in this capacity,
and agrees to comply with the provisions of Section 48.091 relative
to keeping open such office.

12/31/96

Date

Susan B. Sullivan

Susan B. Sullivan

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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