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February 6, 1997

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

RE: Newtown Improvement Association, Inc.

Gentlemen:

Enclosed you will find the Articles of Incorporation regarding the above corporation. Please file the same and forward a certified copy of the Articles to this office.

Also enclosed is a check for \$70.00 to cover the following costs and fees:

Filing Fee	35.00
Registered Agent	35.00
	<u>\$70.00</u>

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*****70.00 *****70.00

Thank you for your assistance in this matter.

Sincerely,

James L. Rose/bjr
James L. Rose

JLR/bjr
Encs.

PH
2/12/97

ARTICLES OF INCORPORATION
OF
NEWTOWN IMPROVEMENT ASSOCIATION, INC.

FILED
97 FEB 10 PM 6:45
TALLAHASSEE, FLORIDA

The undersigned subscriber, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida, and adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be Newtown Improvement Association, Inc.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The initial principal place of business of this corporation in the State of Florida shall be 420 S. Martin Luther King Blvd., Daytona Beach, FL 32114. The Board of Directors from time to time may move the principal office to any other address in Florida.

ARTICLE III - NATURE OF BUSINESS

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the laws of Florida;
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of common stock that this corporation is authorized to have outstanding at any one time is 100 shares, having a par value of \$1.00 per share.

ARTICLE V - REGISTERED AGENT

The name of the initial registered agent of the corporation shall be Frank Flores. The street address of the initial registered office shall be 420 S. Martin Luther King Blvd., Daytona Beach, FL 32114.

ARTICLE VI - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$100.00.

ARTICLE VII - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VIII - DIRECTORS

This corporation shall initially have one Director. The names and street addresses of the initial members of the Board of Directors are:

<u>Name</u>	<u>Address</u>
Frank Flores	420 S. Martin Luther King Blvd. Daytona Beach, FL 32114

ARTICLE IX - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Frank Flores	420 S. Martin Luther King Blvd. Daytona Beach, FL 32114

ARTICLE X - AMENDMENT

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

ARTICLE XI - PRE-EMPTIVE RIGHTS

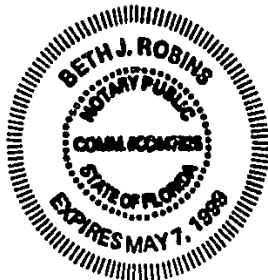
Every stockholder, upon the sale for cash or any new stock of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others; which price, in the case of par value shares, may be in excess of par.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles
of Incorporation this 5th day of February, 1997.

Frank Flores
Frank Flores

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 5th day of
February, 1997 by FRANK FLORES, who is personally known to me ~~or who has produced~~
~~as identification~~ and who did take an oath.



Beth J. Robins
Notary Public, State of Florida

Printed Notary Signature
At Large
My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section §48.091, Florida Statutes, the following is submitted:

That Newtown Improvement Association, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Daytona Beach, State of Florida, has named Frank Flores, located at 420 S. Martin Luther King Blvd., City of Daytona Beach, State of Florida, as its Agent to accept service of process within Florida.

Frank Flores
(Corporate Officer)

Title:

Date: 2/5/97

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

Frank Flores
(Resident Agent)

Date: 2/5/97

TALLAHASSEE, FLORIDA
97 FEB 10 PM 6:45