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JAMES N. BUSH
ATTORNEY AT LAW

TIMES SQUARE BUILDING 2ND FLOOR
3042 N. FEDERAL HIGHWAY
FORT LAUDERDALE, FL 33308

(954) 568-2874
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February 5, 1997

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
THE CAPITOL
TALLAHASSEE, FLORIDA 32304

100002087121--5
-02/13/97--01082--031
***172.50 ***122.50

RE: NEILE & GRACE, INC.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is an application for registration of fictitious name and my trust account check in the amount of \$172.50, representing payment of the following:

Filing fee	\$35.00
Certified copy fee	52.50
registered agent fee	35.00
Fictitious name	50.00

EFFECTIVE DATE
Jan 31, 1997

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your courtesies in this matter.

Very truly yours,

James N. Bush
James N. Bush

JNB/hb
enclosures:

PMC
2/12/97

97FEB-7 PM12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Called 2-12-97
Registered Office

ARTICLE I-Name

The name of the corporation is NEILE & GRACE, INC.

ARTICLE II-Commencement and Duration

The corporation is to commence its corporate existence on the date of subscription and acknowledgement of these articles of incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III-Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV-Stated Capital

The aggregate number of shares which the corporation is authorized to issue is One Hundred. Such shares shall be of a single class, and shall have no par value.

Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE V-Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

Any and all of the powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

Jan 31, 1997

The corporation shall have three (3) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation.

The name(s) and street address(es) of the initial director(s) who shall hold office until his/her/their successor(s), who shall be chosen at the first meeting of the stockholders, has/have qualified shall be:

<u>Name</u>	<u>Address</u>
GRACY GEORGE	5340 Queen Lake Terrace Davie, Florida 33331
C.K. GEORGE	5340 Queen Lake Terrace Davie, Florida 33331
RONALD EDGINGTON	3285 Maple Lane Davie, Florida 33328

ARTICLE VI-Indemnification

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VII-Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed by the board of directors.

ARTICLE VIII-Amendment

The articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE IX-Incorporator

The name and address of the Incorporator to these articles of incorporation is:

<u>Name</u>	<u>Address</u>
C.K. GEORGE	5340 Queen Lake Terrace Davie, Florida 33331

ARTICLE X-Initial Registered Office and Agent

The street address of the initial principal office of the corporation is 3660 S.W. 64 Avenue, Davie, Florida, 33314 and the name of the initial registered agent of the corporation is James N. Bush, Esq., 3042 N. Federal Highway, Fort Lauderdale, Fl. 33306.

IN WITNESS WHEREOF, the undersigned, as incorporator(s), hereby execute these articles of incorporation this 31st day of January, 1997.



STATE OF FLORIDA

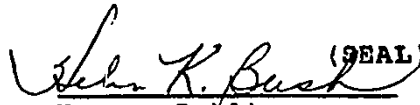
COUNTY OF BROWARD.

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgements, personally appeared C.K. GEORGE, known to me and known by me to be the person(s) who executed the foregoing articles of incorporation, and that he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 31st day of January, 1997 at 3042 N. Federal Highway, Fort Lauderdale, Broward County, Florida.



HELEN K. BUSH
COMMISSION #CC387191
EXPIRES JUN 26, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.



(SEAL)
Notary Public
State of Florida at Large
My commission expires:

Certificate Designating Place of Business or Domicile for the
Service of Process Upon Whom Process May be Served

FILED

97 FEB -7 PM 12:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

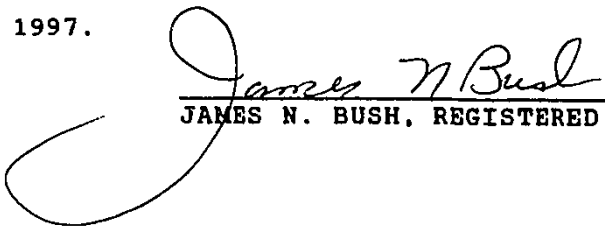
That NEILE & GRACE, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 3660 S.W. 64th Avenue, Davie, Fl. 33314, has named James N. Bush, 3042 North Federal Highway, Ft. Lauderdale, Florida 33306 as its Agent to accept Service of Process within this state.

ACKNOWLEDGEMENT:

Having been named to accept Service of Process for the above named Corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

DATED: January 31, 1997.


JAMES N. BUSH, REGISTERED AGENT