

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 97 FEB 28 PM 12:37
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

AL FEB 28 1997

| REQUEST | TAKEN | CONFIRMED | APPROVED |
|---------|---------|-----------|----------|
| DATE | 2/28/97 | | |
| TIME | 9:10 | | ck No. |
| BY | DR | | |

WALK-IN
 Will Pick Up _____

RE: N.B.C., Inc.

| | C.C. FEE. | DISBURSE |
|--|------------|------------|
| <input checked="" type="checkbox"/> Capital Express™ | | |
| <input checked="" type="checkbox"/> Art. of Inc. Filing | | |
| <input type="checkbox"/> Corp. Record Search | | |
| <input type="checkbox"/> Ltd. Partnership Filing | | |
| <input checked="" type="checkbox"/> Foreign Corp. Filing | | |
| <input type="checkbox"/> () Cert. Copy(s) | | |
| <input type="checkbox"/> Art. of Amend. Filing | | |
| <input type="checkbox"/> Dissolution/Withdrawal | | |
| <input type="checkbox"/> C U S- | | |
| <input type="checkbox"/> Fictitious Name Filing | | |
| <input type="checkbox"/> Name Reservation | ****122.50 | ****122.50 |
| <input type="checkbox"/> Annual Report/Restatement | | |
| <input type="checkbox"/> Reg. Agent Service | | |
| <input type="checkbox"/> Document Filing | | |
| <input type="checkbox"/> Corporate Kit | | |
| <input type="checkbox"/> Vehicle Search | | |
| <input type="checkbox"/> Driving Record | | |
| <input type="checkbox"/> Document Retrieval | | |
| <input type="checkbox"/> UCC 1 or 3 Filing | | |
| <input type="checkbox"/> UCC 11 Search | | |
| <input type="checkbox"/> UCC 11 Retrieval | | |
| <input type="checkbox"/> File No.'s, Copies | | |
| <input type="checkbox"/> Courier Service | | |
| <input type="checkbox"/> Shipping/Handling | | |
| <input type="checkbox"/> Phone () | | |
| <input type="checkbox"/> Top Priority | | |
| <input type="checkbox"/> Express Mail Prop. | | |
| <input type="checkbox"/> FAX () | pgs. | |

SUBTOTALS

| | |
|--------------------------------|----|
| FEE..... | \$ |
| DISBURSED..... | \$ |
| SURCHARGE..... | |
| TAX on corporate supplies..... | |
| SUBTOTAL..... | |
| PREPAID..... | |
| BALANCE DUE..... | |

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION

OF

N.B.G., INC.

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE ONE

NAME

The Corporation name is N.B.G., Inc.

ARTICLE TWO

DURATION

The duration of the Corporation is perpetual.

ARTICLE THREE

PURPOSE

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares of which the Corporation has authority to issue is 10,000, all of which shall be common share with a par value of one dollar (\$1.00) per share.

ARTICLE FIVE

PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

REGISTERED OFFICE

The street address of the initial Registered Office of the Corporation is 6070 River Trace, Tampa, Florida 33617, and the initial Registered Agent at such address is Richard G. (Gates) Elm.

ARTICLE SIX

LIABILITY OF STOCKHOLDERS

The private property of the stockholders shall not be subject to the payment of corporate debts.

ARTICLE SEVEN

DIRECTORS

7.01. The initial Board of Directors of the Corporation shall consist of one (1) director.

7.02. The name and address of the first Board of Directors are:

NAME
Richard G. (Gates) Elm

ADDRESS
6070 River Trace
Tampa, Florida 33617

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**ARTICLE EIGHT
PRINCIPAL OFFICE AND MAILING ADDRESS**

The Corporation's principal office and mailing address is 9281 N. 56th Street, Tampa, Florida 33617.

**ARTICLE NINE
MANAGEMENT**

Subject to the provisions of the laws of the State of Florida, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation, and for defining, limiting and regulating the powers of the Corporation, the directors and the stockholders:

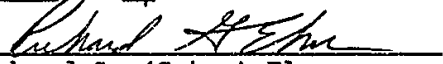
- a. The business of the Corporation shall be managed by its Board of Directors, and the Board of Directors shall have power to exercise all the powers of the Corporation, including (but without limiting the generality hereof) the power to create mortgages upon the whole or any part of the property of the Corporation, real or personal, without any action of or by the stockholders, except as otherwise provided by statute or by the Bylaws.
- b. An increase in the number of directors shall be deemed to create a vacancy or vacancies in the Board of Directors, to be filled in the manner provided in the Bylaws. Any director or any officer elected or appointed by the stockholders or by the Board of Directors may be removed at any time, in such manner as shall be provided in the Bylaws.
- c. The Board of Directors shall have power to make and alter Bylaws, subject to such restrictions upon the exercise of such power as may be imposed by the stockholders in any bylaws adopted by them from time to time.
- d. The Board of Directors shall have the power, in its discretion, to fix, determine and vary from time to time, the amount to be retained as surplus and the amount to be set apart out of any of the funds of the Corporation available for dividends as working capital or a reserve or reserves for any proper purpose, and to abolish any such reserve in the manner in which it was created.
- e. Upon any sale, exchange or other disposal of the property and/or assets of the Corporation, payment therefor may be made either to the Corporation or directly to the stockholders in proportion to their interests, upon the surrender of their respective stock certificates, or otherwise, as the Board of Directors may determine.
- f. The Corporation reserves the right to amend, alter, change add to or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights herein conferred are granted subject to this reservation.

**ARTICLE TEN
INCORPORATORS**

The name and address of the incorporator is:

| NAME | ADDRESS |
|------------------------|--|
| Richard G. (Gates) Elm | 6070 River Trace, Tampa, Florida 33617 |

I, THE UNDERSIGNED, the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Florida, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 27 day of February, 1997.


Richard G. (Gates) Elm,
Incorporator

CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE

Pursuant to Florida Law, N.B.G., Inc. designates Richard G. (Gates) Elm as the Registered Agent of this corporation, and the Registered Office of the Registered is 6070 River Trace, Tampa, Florida 33617.


Richard G. (Gates) Elm

I, Richard G. (Gates) Elm, having been named to accept service of process for the above named corporation, at the place designated above in this certificate, and I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of section 607.325 Florida Statutes.


Richard G. (Gates) Elm

Dated: 27 February 1997

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