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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: NEW-START, INC.

Nebo Group

AUDIT NUMBER.....H97000005424

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 8

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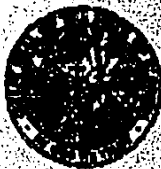
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Correction

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 3, 1997

EMPIRE CORPORATE KIT

SUBJECT: B-N-J VENTURE, INC.
REF: W97000007693

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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Beth Register
Corporate Specialist Supervisor

FAX Aud. #: E97000005424
Letter Number: 597A00016839

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ARTICLES OF INCORPORATION
OF
NESDO GROUP, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation shall be:

NESDO GROUP, INC.
8956 S.W. 53RD STREET
COOPER CITY, FLORIDA 33328

ARTICLE II

PURPOSES

The purposes for which the corporation is formed and the business and objects to be carried on and promoted by it are as follows:

(a) To transact any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

(b) To engage in any and all lawful acts or activities related to any of the above.

THIS DOCUMENT PREPARED BY:
LAW OFFICE OF BRUCE E. BARR
8121 S.W. 90TH AVE., SUITE 3
COOPER CITY, FLORIDA 33328
TELE: (954) 434-2445
F.B.N.: 930229

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TALLAHASSEE, FLORIDA

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ARTICLE III

CAPITAL STOCK

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

ARTICLE IV

TERM

This corporation shall have perpetual existence, commencing upon the following Articles.

ARTICLE V

REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent for this corporation shall be: BARRY VERNON GRIFFIN, 8956 S.W. 53RD STREET, COOPER CITY, FLORIDA 33328, or such place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with the laws of the State of Florida.

ARTICLE VI

DIRECTORS

This corporation shall have not less than one (1) nor more than five (5) directors, as set forth in the By-Laws. The names and street addresses of the first Board of Directors of this corporation who, subject to these Articles of Incorporation, By-Laws of this corporation, and the laws of the State of Florida, shall hold office until their successors have been elected and qualified are:

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NAME

STREET ADDRESS

BARRY VERNON GRIFFIN
PRESIDENT

8956 S.W. 53RD STREET
COOPER CITY, FLORIDA
33328

JOANNE GRANT GRIFFIN
VICE-PRESIDENT/SECRETARY

8956 S.W. 53RD STREET
COOPER CITY, FLORIDA
33328

ARTICLE VII

SUBSCRIBER

The name and street address of the subscriber to the Articles of Incorporation is: BARRY VERNON GRIFFIN: 8956 S.W. 53RD STREET, COOPER CITY, FLORIDA 33328.

ARTICLE VIII

SPECIAL PROVISION

Any action by the directors of this corporation which is within their power taken at a meeting of such directors shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all directors as required by the laws of the State of Florida or by the By-Laws of this corporation, if at any time prior to, during or subsequent to such meeting all directors shall execute a waiver of notice of such meeting, in writing, and providing a majority of the directors shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action by the shareholders of this corporation which is within their power taken at a meeting of such shareholders shall be valid for all intents and purposes whether or not lawful notice on said meeting shall have been given

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to all shareholders, as required by law or the By-Laws of this corporation, if at any time prior to, during or subsequent to such meeting all shareholders shall execute a waiver of notice of such meeting in writing and providing a majority of the shareholders shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action of the shareholders of this corporation may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records. Such consent shall have the same force and effect as the unanimous vote of the shareholders and may be stated as such in any certificate or document filed with the Department of the State of Florida or any other governmental agency of any state, county or nation, or with any private organization, corporation, person or persons.

Nothing in this Article shall be construed to allow any act of the Board of Directors to be approved by less than a majority of said directors, or wherever a greater vote is required by law or in the By-Laws by that vote.

Nothing in this Article shall be construed to allow any act of the shareholders to be approved by less than a majority of said shareholders, or wherever a greater vote is required by law or in the By-Laws, by that vote.

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ARTICLE IX

INSPECTION OF BOOKS AND RECORDS

The corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection of shareholders; and no shareholder shall have any right to inspect any account, book or document of this corporation except as conferred by statutes, unless authorized by a resolution of the shareholders or the Board of Directors.

ARTICLE X

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and every director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director of this corporation, whether or not he is an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

ARTICLE XI

TELEPHONE MEETING AUTHORIZED

Members of the Board of Directors or of the Executive Committee designated by the Board of Directors in accordance with the laws of the State of Florida shall be deemed present at any

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meeting of the Board of Directors or Executive Committee, as the case may be, if a conference telephone or similar communications equipments by means of which all persons participating in the meeting can hear and be heard by all other persons is used.

ARTICLE XII

AMENDMENT

These Articles of Incorporation may be amended in the manner and with the vote provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at:
5121 S.W. 90TH AVENUE, SUITE #3, COOPER CITY, BROWARD COUNTY this
03RD day of APRIL, 1997.

 (SEAL)
BARRY VERNON GRIFFIN

STATE OF FLORIDA }
COUNTY OF BROWARD } SS

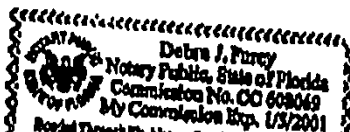
The foregoing instrument was acknowledged before me this 4th
day of April, 1997, by BARRY VERNON GRIFFIN, who is
personally known to me or who has produced _____

_____ as identification and who did/did not take an oath and who
executed the foregoing Articles of Incorporation of NESDO GROUP,
INC., and he acknowledged that he signed and executed same for the
purposes therein set forth.


NOTARY PUBLIC


PRINT NAME

MY COMMISSION EXPIRES:



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EMPIRE CORPORATE KIT

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CERTIFICATE ACCEPTING DESIGNATION AS REGISTERED AGENT

I, BARRY VERNON GRIFFIN, HEREBY CERTIFY that I have accepted the designation as Registered Agent of NESDO GROUP, INC., and agree to serve as its Agent to accept service of process within this State at Corporate Headquarters.

DATED:

4-4-97

BY:

BARRY VERNON GRIFFIN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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