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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: N.W.B. ENTERPRISES, INC.

AUDIT NUMBER.....H97000006230

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

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTICLE ONE

The name of this corporation is N.W.B. ENTERPRISES, INC.

ARTICLE TWO

This corporation is organized for the purpose of transacting any and all lawful business. The business address of the corporation is 1011 Ives Dairy Road, Suite 210, North Miami Beach, Florida 33179.

ARTICLE THREE

This corporation shall have perpetual existence.

ARTICLE FOUR

This corporation is authorized to issue 100 shares of stock; --0-- value.

ARTICLE FIVE

The street address of the initial registered office of this corporation is 1011 Ives Dairy Road, Suite 210, North Miami Beach, Dade County, Florida 33179; and the initial registered agent of this corporation is RICHARD A. BOLTON, ESQ.

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Richard A. Bolton
1011 Ives Dairy Rd. # 210
N. Miami Bch., FL 33179
(305) 683.8223
FBN. 225861

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ARTICLE SIX

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation are as follows:

NANCY RAE WOOD BOLTON

The offices to be held by the above-named directors are as follows:

Nancy Rae Wood Bolton

President

Secretary/Treasurer

ARTICLE SEVEN

The names and post office addresses of each subscriber of these Articles of Incorporation, and a statement of the number of shares of stock which each agrees to take is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. SHARES</u>	<u>VALUE</u>
Nancy Rae-Wood Bolton	1011 Ives Dairy Road N. Miami Bch, FL 33179	100	-0-

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ARTICLE EIGHT

The provision of the Charter, and each and every Article and Section hereof, and the bylaws of this corporation shall be considered a part of every contract and transaction to which the corporation shall be a party. Every person, association and/or corporation dealing with this corporation is hereby charged with notice and knowledge of this corporation.

IN WITNESS WHEREFORE, we have hereunto set our hands and seals as dated below.

Date: 4/16/97

By: ~~Nancy Rae Wood Bolton~~
NANCY RAE WOOD BOLTON

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared NANCY RAE WOOD BOLTON who is by me well known to be the person described herein and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to the same for the purposes therein expressed.

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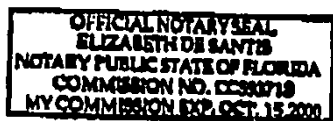
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WHEREFORE, witness my hand and official seal at Dade County, Florida,
State and County last aforesaid, this 16 day of April 1997.

By: Elizabeth DeSantis
NOTARY PUBLIC, State of
Florida at Large.
ELIZABETH DESANTIS

My Commission Expires:



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act.

FIRST AND THAT, N.W.B. ENTERPRISES, INC.

desiring to organize under the laws of the State of Florida with its principal place of business, as indicated in the Articles of Incorporation at City of North Miami Beach, County of Dade, State of Florida, has named RICHARD A. BOLTON, ESQUIRE located at 1011 IVES DAIRY ROAD, SUITE 210, City of NORTH MIAMI BEACH, State of FLORIDA as its agent to accept service of process within this State.

Signature:

~~Nancy Rae Wood Bolton~~
NANCY RAE WOOD BOLTON
(Corporate Officer)

Title

President

Date

4/16/97

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to the proper performance of my duties.

Richard A. Bolton

RICHARD A. BOLTON
(Resident Agent)

Date

4/16/97

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TALLAHASSEE, FLORIDA