

P970000 39058

BARTHOLE & ROSARIO

12855 SW 136 Ave, Suite 213
Miami, FL 33186
(305)378-6608
Fax: (305)378-6575

April 29, 1997

Ms. Doris McDuffie
Florida Dept. Of State
409 E. Gaines St.
Tallahassee, FL 32399

600002168016--4
-05/06/97--01105--009
*****70.00 *****70.00

Dear Ms. McDuffie:

Please file the enclosed Articles of Incorporation for PROPHALAB, INC. and NELO VARIETY THRIET, INC. as soon as possible, and return a copy of the filed Articles, stamped by the State of Florida to me.

Paul A. Barthole

12855 SW 136th Ave, Ste. 213

Miami, FL 33186.

Enclosed are two (2) checks for \$70.00 for the filing fees. Please return the copies, via Fedex, using my account number 1915-7217-3.

Should you have any questions, please do not hesitate to call me at the number on the letterhead.

Thank you and best regards,



Paul A. Barthole
Managing Partner

PAB/pab
Enclosures(6)

Pme
5/1/97

FILED
97 APR 30 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
NELO VARIETY THRIFT, INC.

FILED
97 APR 30 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby forms a Corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation shall be:

Nelo Variety Thrift Inc.

ARTICLE II
TERM OF EXISTENCE

This corporation is to exist perpetually, unless dissolved according law.

ARTICLE III
PRINCIPAL OFFICE

The principal office of this corporation shall be:

6416 NE 2nd Avenue
Miami, FL 33138

ARTICLE IV
NATURE OF BUSINESS

The corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory, or nation.

ARTICLE V
CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at this time is 7500 shares of common stock having \$1.00 par value per share. This amount may be changed from time to time as prescribed by the bylaws.

ARTICLE VI
STOCKHOLDERS

The initial stockholders of the corporation, the number of shares each owns, and the percentage of their ownership shall be:

<u>Name</u>	<u># of Shares</u>	<u>% Ownership</u>
Marcelle Martelly-Williams	3825	51%
Janice C. Martelly	435	5.8%
Charlynn S. Fortune	435	5.8%
Stephany J. Fortune	435	5.8%
Esther A. Fortune	435	5.8%
Tarah Cameau Martelly	435	5.8%
Trinity Broadcasting Network	750	10%
Louis Mesidor	225	3%
Wilene Fils Aime	150	2%
Raymonde Nicolas	150	2%
Gerard Martelly Jr.	150	2%
Claude-Harry Nicolas	75	1%

ARTICLE VII
REGISTERED AGENT

The name of the initial registered agent of the corporation shall be Marcelle Martelly-Williams and the street address of the initial registered office of the corporation shall be:

6416 NE 2nd Avenue
Miami, FL 33138

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


Marcelle Martelly-Williams

ARTICLE VIII
EFFECTIVE DATE

The Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE IX
INITIAL OFFICERS

Marcelle Martelly-Williams

1440 NE 201 Terr
Miami, FL 33179

President

ARTICLE X
AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

FILED
97 APR 30 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IX
INCORPORATOR


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

Marcelle Martelly-Williams

1440 NE 201 Terr

Miami, FL 33179

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 23rd day of April, 1997.


Marcelle Martelly-Williams, Incorporator

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a notary public, authorized to take acknowledgments in the state and county set forth above personally appeared Marcelle Martelly-Williams, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid this 23rd day of April, 1997.



Notary Public