

RAINBOW ACCOUNTING, INC.

19700049132

1945 17TH STREET
2 ND FLOOR
SARASOTA, FL 34234
USA

Phone 941-954-8575
Fax 941-954-8076

May 27, 1997

DEPT OF STATE
DIVISIONS OF CORPORATIONS

Dear DORIS BROWN.,

PLEASE SEND ME BACK THE COPY OF THESE COPORATION PAPERS TO OUR NEW OFFICE.
AND HOW ARE YOU? HOPE EVERY THING IS WELL. TALK TO YOU SOON.

Sincerely,

JEAN BLANEY/PRESIDENT

100002203001--8
-06/05/97--01077--005
*****70.00 *****70.00

cc: Jean Blaney / President

Jean Blaney

D. BROWN JUN - 4 1997

Date MAY 27, 1997

SECRETARY OF STATE
CORPORATION DIVISION
STATE OF FLORIDA
TALLAHASSEE, FLORIDA 32304

RE: K.J. NEIL ENTERPRISES, INC.
(Name of Corporation)

GENTLEMAN:

Enclosed herewith are the ARTICLES of INCORPORATION together with a
copy of said ARTICLES for K.J. NEIL ENTERPRISES, INC.
(Name of Corporation)

And our check in the amount of \$ 70.00

FILING FEES	\$ 35.00
CERTIFIED COPY	
REGISTERED AGENT	35.00
TOTAL	<hr/> \$ 70.00

RESPECTFULLY SUBMITTED,

KARL J. NEILL
(Individual, s Name)

K.J. NEIL ENTERPRISES, INC.
(Name of Corporation)

SECRET
DIVISION OF REVENUE
97 JUN -1 11:42

CERTIFICATE OF INCORPORATION

K.J NEILL ENTERPRISES, INC.

„We The Undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the Laws of the Statutes of the State of Florida.

ARTICLE I

The Name of this Corporation shall be:

K.J NEILL ENTERPRISES, INC.

ARTICLE II

The corporation may engage in any activity or business permitted under the Laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is ONE THOUSAND (1000) SHARES OF COMMON STOCK. HAVING A PAR VALUE OF ONE (\$ 1.00) DOLLAR PER SHARE.

ARTICLE IV

The amount of capital with which this corporation will begin business shall be the sum of not less than ONE THOUSAND (1000.00) DOLLARS.

ARTICLE V

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE I

The initial street address of the principal office of the corporation shall be

3941 PIN OAKS STREET
SARASOTA, FL. 34232

ARTICLE VII

The number of Directors of this corporation shall be at least one (1) and no more than five (5).

KARL J. NEILL

ARTICLE VIII

The names and street addresses of the first Board of Directors of this Corporation are as follows.

KARL J. NEILL
3941 PIN OAKS STREET
SARASOTA, FL. 34232

ARTICLE IX

_____ The names and address of the persons signing these Articles of Incorporation as subscriber is as follows.

KARL J. NEILL
3941 PIN OAKS STREET
SARASOTA, FL. 34232

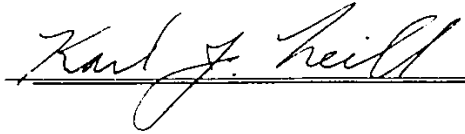
ARTICLE X

The corporation existence of this corporation shall begin on the date the Articles of Incorporatio are filed of record.

IN WITNESS WHEREOF, the undersigned, **KARL J. NEILL**

and __, both being natural persons,
compent to contract, have hereto set their hands and seal or seals this

27 TH OF MAY 1997



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

ON COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST THAT K.J. NEILL ENTERPRISE, INC.

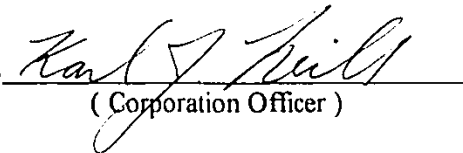
NAME OF CORPORATION

WITH ITS PLACE OF BUSINESS AT 3941 PIN OAKS STREET
SARASOTA, FL 34232

AS NAME KARL J. NEILL Name of Registered Agent

LOCATED AT 3941 PIN OAKS ST, SARASOTA, FL 34232
CITY OF SARASOTA STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE


(Corporation Officer)

TITLE PRESIDENT

DATE MAY 27, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,
I HEREBY AGREE TO ACT IN THE CAPACITY, AND FURTHER 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,

FILED
CLERK OF DISTRICT COURT
JUL 11 1997
MAY 27 1997

SIGNATURE Karl J. Heill
(REGISTERED AGENT)

DATE MAY 27,1997

BUREAU OF CORPORATION RECORDS, P.O BOX 6327,
TALLAHASSEE,FL.32314