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IRA L. KAHN
ATTORNEY AT LAW
20801 Biscayne Boulevard - Suite 400
Aventura, Florida 33180
Telephone (305) 940-7198
Facsimile (305) 354-2811

FILED

97 JUN -6 AM 10:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ATTORNEY
CERTIFIED PUBLIC ACCOUNTANT

May 30, 1997

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-06/06/97- 01058- 006
***122.50 ***122.50

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

RE: MOUNTAIN ACRES, INC.

Gentlemen:


Enclosed is an original of the Articles of Incorporation of MOUNTAIN ACRES, INC., along with a check for \$122.50 payable to the Florida Division of Corporations.

Please send a certified copy of the Articles of Incorporation to:

Ira L. Kahn, Esq.
20801 Biscayne Boulevard
Suite 400
Aventura, FL 33180
(305) 940-7198

Thank you for your cooperation with this matter.

Sincerely,


Ira L. Kahn, Esq.

Enclosure

9N6-9-97

ARTICLES OF INCORPORATION

MOUNTAIN ACRES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby subscribes and forms a corporation for profit under the Laws of Florida.

ARTICLE I - NAME

The name of this corporation is:

MOUNTAIN ACRES, INC.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Million (1,000,000) shares of Common Stock.

ARTICLE IV - INITIAL CAPITAL

The amount of the capital with which this corporation shall begin business is One Thousand Dollars (\$1,000.00).

ARTICLE V - CORPORATE EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial street address of the principal office of this corporation in the State of Florida is 160 N.E. 165th Street, North Miami Beach, Florida 33162.

ARTICLE VII - MANAGEMENT

The business of the corporation shall be managed by the Stockholders of the corporation rather than by a Board of Directors.

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TALLAHASSEE

ARTICLE VIII - SUBSCRIBER

The name and address of the initial subscriber to these Articles of Incorporation and the number of shares outstanding are:

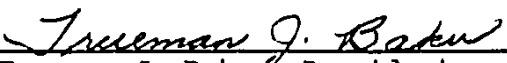
<u>Name and Address</u>	<u>Shares</u>
Trueman J. Baker 699 Wilson Road Pisgah Forest, N.C. 28768	100
Marlene M. Heald P.O. Box 1128 Cahiers, N.C. 28717	100
Jacquelyn J. Johnson 160 N.E. 165 th Street North Miami Beach, FL 33162	100
Margaret Tapp P.O. Box 660023 Miami Springs, FL 33266	100

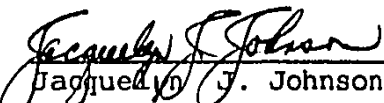
OFFICERS

The name and address of the officers of this corporation are as follows:

<u>Name and Address</u>	<u>Office</u>
Trueman J. Baker 699 Wilson Road Pisgah Forest, N.C. 28768	President
Marlene M. Heald P.O. Box 1128 Cahiers, N.C. 28717	Vice President
Jacquelyn J. Johnson 160 N.E. 165 th Street North Miami Beach, FL 33162	Secretary/Treasurer

IN WITNESS WHEREOF, We, the subscribers, have executed these Articles of Incorporation this 21 day of May, 1997.


Trueman J. Baker, President


Jacquelyn J. Johnson, Secretary

STATE OF NORTH CAROLINA
COUNTY OF TRANSYLVANIA

BEFORE ME, the undersigned authority, personally appeared Trueman J. Baker who is personally known to me _____ or has produced _____ Drivers license _____ as identification, to be the individual described in and who executed the foregoing Articles of Incorporation, and who has acknowledged before me that he or she executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal this 21st day of May, 1997.

Ronna M. Snipes
NOTARY PUBLIC
Ronna M. Snipes
PRINTED NAME OF NOTARY PUBLIC

My commission expires:
12/18/00

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Jacquelyn J. Johnson, who is personally known to me ✓ or has produced _____ as identification, to be the individual described in and who executed the foregoing Articles of Incorporation, and who has acknowledged before me that he or she executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal this 29 day of May, 1997.



IRA L. KAHN
My Commission CC468931
Expires Sep. 17, 1999

Ira L. Kahn
NOTARY PUBLIC
PRINTED NAME OF NOTARY PUBLIC

My commission expires:

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST--THAT MOUNTAIN ACRES, INC., DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF
BUSINESS AT CITY OF NORTH MIAMI BEACH, STATE OF FLORIDA, HAS NAMED
Jacquelyn J. Johnson LOCATED AT 160 N.E. 165th Street, CITY OF NORTH MIAMI
BEACH, STATE OF FLORIDA, AS ITS RESIDENT AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.

SIGNATURE Jacquelyn J. Johnson
(CORPORATE OFFICER)
TITLE SECRETARY
DATE 6-3-97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
ORGANIZATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE
TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE
OF MY DUTIES.

SIGNATURE Jacquelyn J. Johnson
JACQUELYN J. JOHNSON, REGISTERED AGENT
DATE 6-3-97

FILED
97 JUN -6 AM 10:01
TALLAHASSEE, FLORIDA