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OF COUNSEL
FRANK D. HALL

July 18, 1996

Secretary of State
Corporations Division
409 East Gaines Street
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

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Re: CENTURY PLUS, INC.

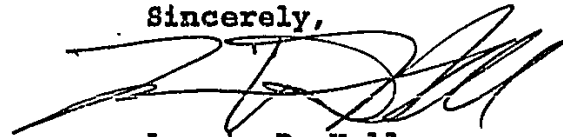
Dear Sir/Madam,

Please find enclosed one (1) original "Articles of Incorporation", one (1) copy of the "Articles of Incorporation", Certificate of Designation of Registered Agent and my business account check in the amount of \$122.50 to cover the filing to the "Articles of Incorporation" for Century Plus, Inc. with the Secretary of State.

If you have any questions please do not hesitate to contact me at the above address.

Thank you for your help.

Sincerely,



Laurie D. Hall
Attorney at Law

cc.: Mr. Charles Gibbs

enclosures

FILED
97 JUL 18 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97-26-97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CENTURY PLUS, INC.

The Undersigned, hereby adopt(s) the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I

NAME

The name of the corporation is CENTURY PLUS, INC., with the mailing address, Post Office Box 569, Key Largo, Florida 33037. and a street address of 4551 Ponce de Leon Boulevard, Coral Gables, Florida 33146.

ARTICLE II

DURATION

The duration of the corporation shall be perpetual, until dissolved according to law.

ARTICLE III

INCORPORATION/COMMENCEMENT

The existence of the corporation shall commence as of the time of the filing of these Articles of Incorporation with the Secretary of State.

ARTICLE IV

PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V

STATED CAPITAL

The corporation is authorized to issue 300 shares of common stock. Each outstanding share, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, (1) cash or other property tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefore has been paid. Thereafter, such shares shall be deemed to be fully paid and non-assessable.

ARTICLE VI

PREEMPTIVE RIGHTS

The shareholders of the corporation shall have the preemptive right to acquire unissued or treasury shares of the corporation or securities of the corporation convertible into or carrying a right to subscribe to, or acquire shares.

ARTICLE VII

BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors.

Any and all of the powers and duties conferred to or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, maybe exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have three (3) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the by-laws of the corporation.

The names and street addresses of the initial directors who shall hold office are:

Name	Address
Charles Gibbs	P.O. Box 569 Key Largo, FL 33037
Paul Messina	4551 Ponce de Leon Blvd. Coral Gables, FL 33146
Donald Deerfield	2841 N.W. 163rd St. #405 N. Mia. Beach, FL 33160

ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE IX
BY-LAWS

The power to adopt, alter or amend or repeal by-laws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any by-laws adopted by the shareholders if the shareholders provide that the by-laws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE X
AMENDMENT

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting to the stockholders called for the purpose.

ARTICLE XI
NAME AND ADDRESS OF INCORPORATOR

The name of the initial incorporator is Charles Gibbs, with a mailing address of Post Office Box 569, Key Largo, Florida 33037.

ARTICLE XII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office is 171 Hood Avenue, Suite #23, Tavernier, Florida 33070 and the name of the initial registered agent of the corporation at that address is Laurie D. Hall.

IN WITNESS WHEREOF, the undersigned, as incorporator hereby executes these articles of incorporation this 17th day of July 1997.

Charles Gibbs

Charles Gibbs (Seal)

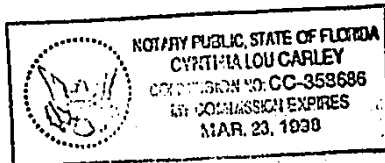
STATE OF FLORIDA

COUNTY OF MONROE

The foregoing Articles of Incorporation were acknowledged before me this 17th day of July, 1997 by Charles Gibbs, the incorporator, who is personally known to me or who produced as identification, and who did (did not) take an oath.

Cynthia Lou Carley
Notary Public sign name

Cynthia Lou Carley
Notary Public print name



CC - 358686
Title/Rank/Serial Number

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the corporation is:
CENTURY PLUS, INC.
2. The name and address of the Registered Agent and Office is:

Laurie D. Hall, Esquire
171 Hood Avenue Suite #23
Post Office Box 1126
Tavernier, Florida 33070

Signature 

Title Attorney at Law

Date July 17, 1997

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

By: 

Laurie D. Hall, Esquire

Date: July 17, 1997

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97 JUL 18 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA