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Steven B. Dolchin, P.A.

Attorney at Law

TAXATION
WILLS, ESTATES AND ESTATE PLANNING
CORPORATION AND BUSINESS LAW

ADMITTED IN FLORIDA AND PENNSYLVANIA

THE OAKS
SUITE 202 B
4330 SHERIDAN STREET
Hollywood, Florida 33021

BROWARD (954) 962-5800
TELEFAX (954) 962-1664

August 20, 1997

Secretary of State
Corporate Records Bureau
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

100002276451 -- 7
-08/25/97--01131--011
*****70.00 *****70.00

Re: Management Relief, Inc.

TO WHOM IT MAY CONCERN:

Enclosed herewith is one original and one copy of the Articles of Incorporation for the above-referenced corporation.

Our check, payable to the Secretary of State, in the amount of \$70.00 is enclosed as payment of the following:

Filing Fee	\$35.00
Registered Agent Designation	<u>35.00</u>
	<u>\$70.00</u>

Please return a copy stamped "filed" to the attention of the undersigned. Thank you for your cooperation.

Very truly yours,


STEVEN B. DOLCHIN

SBD:sac
Enclosures

10vicero/sec-stat.doc

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FILED
97 AUG 25 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MANAGEMENT RELIEF, INC.

ARTICLE I - NAME

The name of this corporation is MANAGEMENT RELIEF, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 7,500 shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is The Oaks, Suite 202B, 4330 Sheridan Street, Hollywood, Florida 33021 and the initial

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

registered agent of this corporation at that address is STEVEN B. DOLCHIN,
ESQUIRE.

ARTICLE VI - PRINCIPAL OFFICE

The street address of the principal office of this corporation is 1290 S.W. 116th
Avenue, Davie, Florida 33325.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors
may be increased or diminished from time to time by the By-Laws but shall never
be less than one (1). The names and addresses of the initial Directors of this
corporation are:

Clay Sherwood Barker	1290 S.W. 116th Avenue Davie, Florida 33325
Cheryl Barker	1290 S.W. 116th Avenue Davie, Florida 33325

ARTICLE VIII - BY-LAWS

The By-Laws of this corporation may be adopted, altered, amended or
repealed by either the Stockholders or Directors.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any incorporator, officer or director or any former officer or director, to the full extent permitted by law.

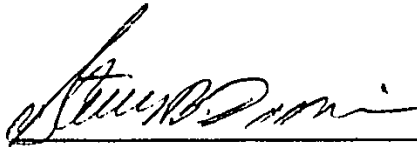
ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles is Steven B. Dolchin, c/o Steven B. Dolchin, P.A., 4330 Sheridan Street, Suite 202B, Hollywood, Florida 33021.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in this Article of Incorporation, to any amendment hereto, and any rights conferred upon the Stockholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 19th day of August, 1997.



STEVEN B. DOLCHIN

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE
ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS
CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE COMPLETE DISCHARGE
OF ITS DUTIES.


STEVEN B. DOLCHIN, ESQUIRE
(Registered Agent)

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97 AUG 25 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF BROWARD) ss:

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County last aforesaid, this 19th day of August, 1997.


Notary Public, State of Florida

