

MEMBER
AMERICAN INSTITUTE OF
CERTIFIED PUBLIC ACCOUNTANTS

**Joseph S. Knecht
& Company**

Professional Association
Certified Public Accountants

MEMBER
FLORIDA INSTITUTE OF
CERTIFIED PUBLIC ACCOUNTANTS

P97000077158
September 2, 1997

Via Federal Express

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

30000228483--4
-09/04/97--01066--007
*****78.75 *****78.75

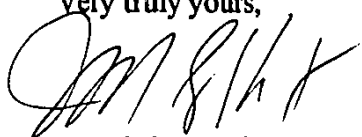
Re: Next Management Group, Inc.

Gentlemen:

Enclosed are an original and one copy of Articles of Incorporation for the referenced corporation, together with our check in the amount of \$78.75 to cover the filing fee of \$70.00 and an additional \$8.75 to cover the cost of obtaining a Certificate of Good Standing.

Please contact me if you have any questions.

Very truly yours,


Joseph S. Knecht, C.P.A.

NEXT:SOF_ST:bab

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP -4 PM 4:02

by
9/5

ARTICLES OF INCORPORATION
OF
NEXT MANAGEMENT GROUP, INC.

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 SEP -4 PM 4:03

ARTICLE I - NAME

The name of this Corporation is Next Management Group, Inc.

ARTICLE II - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this Corporation is 3209
Sawgrass Village Circle, Ponte Vedra Beach, Florida 32082.

ARTICLE III - DURATION

This Corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

This Corporation is organized for the purpose of property management .

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue Seventy Thousand (70,000) shares,
all of which shall be of the par value of One Cent (\$.01) per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 3209
Sawgrass Village Circle, Ponte Vedra Beach, Florida 32082, and the name of its
initial registered agent at such address is Joseph S. Knecht & Company, P.A.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation shall be four (4), and the names and addresses of the persons who are to serve as the initial Directors are:

Cord Middleton, 29 Twisted Cay Lane, Hilton Head, SC 29926.

Grant Weyman, 887 West Marrietta St., Studio D-2, Atlanta, GA 30318.

Barry L. Adeeb, 3209 Sawgrass Village Circle, Ponte Vedra Beach, FL 32082.

Joseph S. Knecht, 3209 Sawgrass Village Circle, Ponte Vedra Beach, Florida 32082.

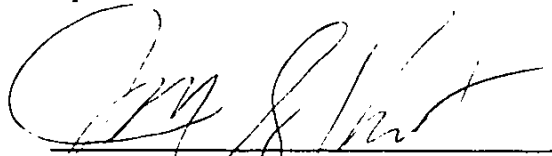
ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is Joseph S. Knecht, 3209 Sawgrass Village Circle, Ponte Vedra Beach, Florida 32082.

**CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Sections 48.091 and 607.0501, Florida Statutes (1993), the following is submitted:

First, that Next Management Group, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Jacksonville, State of Florida, has named Joseph S. Knecht & Company, P.A., located at 3209 Sawgrass Village Circle, Ponte Vedra Beach, Florida 32082, as its registered agent to accept service of process within Florida.



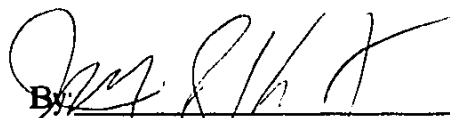
Joseph S. Knecht
Secretary/Treasurer
Date: September 3, 1997

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 SEP -4 PM 4:03

ACCEPTANCE BY REGISTERED AGENT

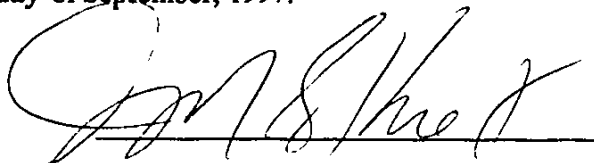
Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, Joseph S. Knecht & Company, P.A. hereby agrees to act in this capacity, and to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

Joseph S. Knecht & Company, P.A.



By _____
Joseph S. Knecht
Date: September 3, 1997

IN WITNESS WHEREOF, the undersigned incorporator has executed these
Articles of Incorporation this 3rd day of September, 1997.



STATE OF FLORIDA)

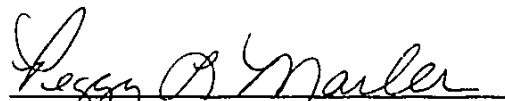
COUNTY OF ST. JOHNS)

The foregoing instrument was acknowledged before me this 3rd day of
September, 1997. He is personally known to me.



PEGGY L. MARLER
My Comm Exp. 1/22/00
Bonded By Service Inc
No. CC526171

Personally Known (100018)


Notary Public for the State of
Florida at Large

My Commission Expires: 1/22/2000

Commission Number: CC526171