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J E A N R I E S E

Certified Public Accountant
With a
Master of Business Administration Degree

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FILED
97 SEP 17 PM 12:08
TALLAHASSEE, FLORIDA

Date: September 4, 1997

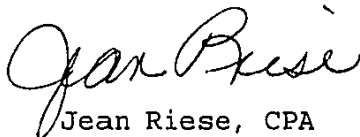
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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Incorporation of NORCROSS ENTERPRISES, INC.. Also find enclosed a check made payable to the Secretary of State for \$122.50 that includes the statutory filing fee. Your assistance in establishing the corporation known as NORCROSS ENTERPRISES, INC. is appreciated.

Respectfully;


Jean Riese, CPA

smm/JR
cc: file

enc.

P. CHAMBERLAIN
SEP 18 1997

**ARTICLES OF INCORPORATION
OF
NORCROSS ENTERPRISES, INC.**

ARTICLE ONE

The name of the corporation is: NORCROSS ENTERPRISES, INC.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares that the corporation shall have authority to issue is 1,000 of the par value of one dollar (\$1) each.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$1,000 consisting of money, labor done or property actually received.

ARTICLE SIX

The number of directors constituting the initial board of directors is two, and the name and address of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name

Mailing Address

Ned C. Norcross

PO Box 2515
Stuart, FL 34995

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ARTICLE SEVEN

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE EIGHT

The street address of its initial registered office is: 736 SE Federal Hwy, Stuart, FL 34994 and the name of its initial registered agent at such address is: Ned C. Norcross.

ARTICLE NINE

The principal office is at 736 SE Federal Hwy, Stuart, FL 34994 and the mailing address is at PO Box 2515, Stuart, FL 34995.

ARTICLE TEN

The name and address of the incorporator is:

Name	Mailing Address
Ned C. Norcross	PO Box 2515 Stuart, FL 34995

ARTICLE ELEVEN

The powers of the incorporator cease upon filing of the Articles of Incorporation.

STATE OF FLORIDA
COUNTY OF Martin

Ned C. Norcross
Incorporator

Sworn to and subscribed before me this 4 day of Sept. 1997.
My commission expires: 3-1-2000

Richard Esposito
Notary Public-State of Florida



RICHARD ESPOSITO
COMMISSION # CC 524021
EXPIRES MAR 1, 2000
BONDED THRU
ATLANTIC BONDING CO., INC

ACKNOWLEDGMENT

Having been named as the Registered Agent for Norcross Enterprises, Inc. at the place designed in said Articles, I hereby accept to act in this capacity and agree to comply with the provisions of all applicable statutes relative to keeping open said office.

STATE OF FLORIDA
COUNTY OF Martin

[Signature]
Registered Agent

Sworn to and subscribed before me this 4 day of SEPT. 1997
My commission expires: 3-1-2000



RICHARD ESPOSITO
COMMISSION # CC 524021
EXPIRES MAR 1, 2000
BONDED THRU
ATLANTIC BONDING CO., INC

[Signature]
Notary Public-State of Florida

SEAL OF THE STATE
TALLAHASSEE, FLORIDA

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