

JOHN L. GIOIELLO, P.A.
ATTORNEY AND COUNSELOR AT LAW

JOHN L. GIOIELLO, ESQ.

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PA 7000091923
October 21, 1997

Secretary of State
Division of Corporations
409 Gaines Street
Tallahassee, FL 32313

RE: NU, Inc.

100002329521--4
-10/24/97--01114--013
****122.50 ****122.50

Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Incorporation and designation of Registered Agent for filing with your office in regard to the above-referenced Florida corporation.

A check for \$122.50 is enclosed herewith to cover the cost of filing and for the certified copy. I would appreciate your returning the certified copy in the enclosed self-addressed, stamped envelope.

Thank you for your attention to this matter.

Sincerely,


John L. Gioiello

JLG/bsc

Enclosures

FILED
97 OCT 24 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
10/27/97

ARTICLES OF INCORPORATION

OF

NU, INC.

FILED

97 OCT 24 AM 10:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is NU, INC. The principal office of the corporation will be located at 402 Jenks Avenue, Panama City, Florida 32401.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized.

ARTICLE III

The duration of the corporation shall be perpetual.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue is 100 shares. All such shares shall be of a single class, designated as common.

ARTICLE V

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election for directors, the shareholders shall be entitled to cast votes using the cumulative method of voting for directors.

ARTICLE VI

The corporation elects to have preemptive rights.

ARTICLE VII

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VIII

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director; provided that this Article does shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Florida Business Corporation Act. No amendment to that Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective the of such amendment.

ARTICLE IX

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE X

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of two directors whose names and addresses are as follows:

John L. Gioiello
402 Jenks Avenue
Panama City, FL 32401

Cindy Prestwood
402 Jenks Avenue
Panama City, FL 32401

ARTICLE XI

The initial registered agent of the corporation is John L. Gioiello, Esq. The street address of the corporation's initial registered office is 402 Jenks Avenue, Panama City, FL 32401.

ARTICLE XII

The name and address of the incorporator of the corporation is John L. Gioiello, Esq, 402 Jenks Avenue, Panama City, FL 32401.

In Witness Whereof, the undersigned being all of the incorporators of said corporation execute these article of incorporation and verify, subject to penalties of perjury, that the statements contained herein are true.

Dated this 21st day of October, 1997.

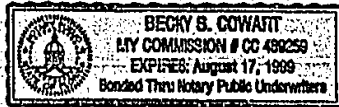

JOHN L. GIOIELLO, Incorporator

STATE OF FLORIDA

COUNTY OF BAY

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared John L. Gioiello, who is personally known to me to be the person described in and who executed the foregoing instrument or who produced _____ as identification, and who acknowledged before me the execution of same.

WITNESS my hand and official seal in the County and State last
aforesaid this 21st day of October, 1997.



Becky S. Cowart
Notary Public
Typed Name Becky S. Cowart
My Commission Expires:
Commission No.:

REGISTERED AGENT ACCEPTANCE

I, John L. Gioiello, am hereby familiar with and accept
duties and responsibilities as registered agent for the aforesaid
corporation.

Dated this 21st day of October, 1997.

John L. Gioiello
John L. Gioiello, Esquire

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