

January 8, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: National Management Services, Inc.

FILED
JAN 29 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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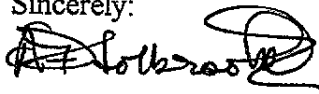
Dear Sir/Madame:

Enclosed please find the original and one copy of Articles of Incorporation, together with check #1250, in the amount of \$122.50 covering Filing Fee, Registered Agent Designation and Certified Copy of Articles of Incorporation.

We have provided two additional names in case the desired name is taken: National Professional Services, Corp. and National Financial Management, Corp.

If you have any questions please call the signer at (954) 723-0080.

Sincerely:



Anthony Holbrooke
National Management Services, Inc.
8220 State Rd. 84 W., Suite 303
Ft. Lauderdale, FL 33324

AFH/lcc

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R. CHESSE

FEB

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HOLBROOKE & ASSOCIATES CONSULTANTS, INC.

January 22, 1998

Ms. Freida Chesser
Corporate Specialist
Florida Department Of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

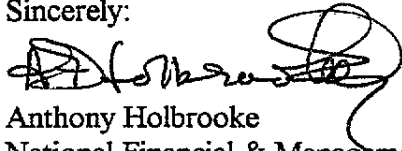
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TALLAHASSEE, FLORIDA

Dear Ms. Chesser:

This is to follow upon our telephone conversation with reference to the enclosed documents. As we discussed the name of **National Financial & Management Services, Inc.** is available. Please register the Company and return the updated documents at your earliest convenience.

Please call me at (954) 723-0080 if you have any questions.

Sincerely:



Anthony Holbrooke
National Financial & Management Services, Inc.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 14, 1998

FINANCIAL

ANTHONY HOLBROOKE
NATIONAL MANAGEMENT SERVICES INC
8220 STATE RD 84 W STE 303
FT LAUDERDALE, FL 33324

FINANCIAL
SUBJECT: NATIONAL MANAGEMENT SERVICES INC
Ref. Number: W98000000956

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98 JAN 29 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FINANCIAL

We have received your document for NATIONAL MANAGEMENT SERVICES INC and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 598A00002172

NATIONAL FINANCIAL MANAGEMENT SERVICES INC.

ARTICLES OF INCORPORATION

FINANCIAL
NATIONAL MANAGEMENT SERVICES, INC.
 (name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:
FINANCIAL
NATIONAL MANAGEMENT SERVICES, INC.

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 TALLAHASSEE, FLORIDA

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED shares (500) of ONE DOLLAR Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	<u>ANTHONY HOLBROOKE</u>		
ADDRESS	<u>8220 STATE RD. 84 W. STE 303</u>		
CITY	<u>FT. LAUDERDALE</u>	FLORIDA	FL. ZIP <u>33324</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have THREE (3) directors initially. The number of directors may be either 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 director(s) of the corporation are as follows:

NAME	<u>CHARLES H. HARRELL II - PRESIDENT</u>		
ADDRESS	<u>1004 N.E. 25th AVENUE</u>		
CITY	<u>HALLANDALE</u>	STATE	FL. ZIP <u>33009</u>
NAME	<u>CHARLES R. THOMPSON - VICE PRESIDENT</u>		
ADDRESS	<u>443 LESLIE DRIVE</u>		
CITY	<u>HALLANDALE</u>	STATE	FL. ZIP <u>33009</u>
NAME	<u>ANTHONY HOLBROOKE - SECRETARY / TREASURER</u>		
ADDRESS	<u>8220 STATE RD 84 W. STE. 303</u>		
CITY	<u>FT. LAUDERDALE</u>	STATE	FL. ZIP <u>33324</u>

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	ANTHONY HOLBROOKE.		
ADDRESS	8220 STATE RD 84 W. STE 303.		
CITY	FT. LAUDERDALE	STATE	FL. ZIP 33324
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this day of JANUARY, 1998.

Attothrashe

(Seal)

Secretary/Treasurer.

(Seal)

(Seal)

STATE OF FLORIDA

COUNTY OF BROWARD

SS

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared:

ANTHONY HOLBROOKE

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 8th
day of January, 1998.

(Notary Seal)

Mary Anne Housh
(Notary Public, State of Florida at Large)

My Commission expires: _____



MARY ANNE HORSFORD
My Commission CC372431
Expires May. 15, 1998

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

NATIONAL MANAGEMENT SERVICES, Inc

(name of corporation)

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98 JAN 29 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 8220 STATE RD. 84. STE 303.

FT. LAUDERDALE, FL. 33324.

has named ANTHONY F. HOLBROOKS.

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

Anthony F. Holbrooks

(registered agent)