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Cary E. Klein
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February 25, 1998

P98000020559

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

800002448448--91
-03/05/98--01002--014
***131.25 ***131.25

Re: Articles of Incorporation: NEST BUILDERS, INC., a Florida for profit corporation

Dear Sir:


Enclosed please find the original and one copy of the Articles of Incorporation for the above named proposed Florida corporation, and a check in the amount of \$131.50 representing payment of the following:

Filing Fee	\$35.00
Certified Copy of the Articles	\$52.50
Filing Fee for Registered Agent	\$35.00
Certificate	\$ 8.75

Also enclosed is the Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida, for NEST BUILDERS, INC., an Ohio for profit corporation presently doing business in Florida, along with a check in the amount of \$96.25. Please effectuate the withdrawal after the registration of the Florida corporation.

Please file the enclosed Articles of Incorporation and return a certified copy to this office. Also enclosed is the Designation of Registered Agent form pursuant to 48.091, Florida Statutes.

Sincerely,


Stuart B. Klein, Esq.

SBK:clw

Enclosures
CERTIFIED MAIL

FILED

98 MAR -3 AM 11:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS

RECEIVED

98 MAR -3 AM 9:46

3-4-98

FILED
98 MAR -3 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

NEST BUILDERS, INC.

ARTICLE I

The name of the corporation is NEST BUILDERS, INC. The principle office and mailing address is:

**103 South U.S. Highway One
Suite F5-168
Jupiter, Florida 33477**

ARTICLE II

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of .10 cents of voting common stock.

ARTICLE V

The Registered Agent and street address of the initial Registered Office of this corporation in the State of Florida shall be:

**Kathleen A. Kukor
103 South U.S. Highway One
Suite F5-168
Jupiter, FL 33477**

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI

This corporation shall have one (1) director initially. The number of Directors may be changed from time to time by the By-Laws but shall not be less than two (2). The names and addresses of the persons who are to serve as members of the initial Board of Directors are:

Kathleen A. Kukor
103 So. U.S. Highway One, Suite F5-168
Jupiter, FL 33477

ARTICLE VII

The name and address of the person signing these Articles of Incorporation as the Incorporator are:

Kathleen A. Kukor
103 So. U.S. Highway One, Suite F5-168
Jupiter, FL 33477

ARTICLE VIII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by the Board of Directors to the shareholders and approved at a shareholders' meeting by at least a majority of the shareholders entitled to vote, unless all of the directors and all of the shareholders sign a written agreement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

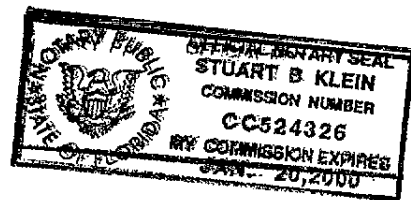
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 25th day of February 1998.

Kathleen A. Kukor
KATHLEEN A. KUKOR

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public, personally appeared KATHLEEN A. KUKOR, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed these Articles of Incorporation on this 25th day of February 1998.

Stuart B. Klein
Notary Public
Name: STUART B. KLEIN



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**


In compliance with Section 48.091, Florida Statutes, the following is submitted:

That NEST BUILDERS, INC., desiring to organize under the laws of the State of Florida, with its principal office at the County of Palm Beach, State of Florida, has named Kathleen A. Kukor, of 103 So. U.S. Highway One, Suite F5-168, Jupiter, Florida 33477 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

DATED this 25th day of February 1998.


KATHLEEN A. KUKOR
Registered Agent

FILED
98 MAR -3 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for NEST BUILDERS, INC., a Florida corporation (the "Corporation"), I hereby agree to act in that capacity, and, on behalf of the Corporation, to accept service of process for the Corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

Kathleen A. Kukor
Kathleen A. Kukor

Date: February 25, 1998

98 MAR 5 AM 11:19
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Kathleen A. Kukor, known to me and known by me to be the person named in the foregoing Affidavit of Acceptance of Appointment as Registered Agent, and he acknowledged to me and before me that he agrees to act in the capacity of the registered agent of NEST BUILDERS, INC., a Florida corporation.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the State and County aforesaid, this 25th day of February 1998.

Stuart B Klein
Notary Public
Name: STUART B KLEIN

