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From: Account Name : BLUMBERG/EXCELSIOR CORPORATE
Account Number : 075350000353
Phone : (212) 431-5000
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FLORIDA PROFIT CORPORATION OR P.A.
N & E ENTERPRISES, INC.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 4, 1999

BLUMBERG/EXCELSIOR

SUBJECT: N & E ENTERPRISES, INC.
REF: W99000000108

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THE NAME CONFLICT IS N & E ENTERPRISES, INC.

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ARTICLES OF INCORPORATION

OF

N & E GROUP, INC.

The undersigned sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is: N & E GROUP, INC.
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is 200 shares, all without par value and of one class.
5. The principal address and mailing address of the corporation will be 4435 OLD WINTER GARDEN ROAD, ORLANDO, Florida 32802 and the name of its initial registered agent at such address is BLUMBERG EXCELSIOR CORPORATE SERVICES, INC.
6. The name and address of the sole incorporator is:

Henry Tifa
 Blumber/Excelsior
 62 White Street
 New York, NY 10013

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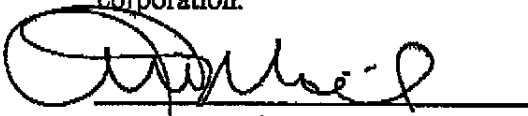
IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Date:



HENRY TIFA
Sole Incorporator

I, the undersigned, hereby accept appointment as Registered Agent of the above named corporation.



Marc Moel
Assistant Secretary
Registered Agent

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