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ALTSCHUL, LANDY & COLLIER, P.A.

ATTORNEYS AT LAW

PLEASE REPLY TO MAIN OFFICE:

WESTON CORPORATE CENTRE
2700 S. COMMERCE PKWY., SUITE 305
WESTON, FLORIDA 33331
(954) 384-9934 • FAX (954) 384-9935

*Please send certificate
to this address.*

MIAMI OFFICE:

NATIONSBANK TOWER, SUITE 3920
100 S.E. SECOND STREET
MIAMI, FLORIDA 33131

TRANSMITTAL LETTER

June 14, 1999

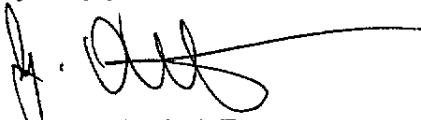
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: Ground Up Associates, Inc.

Enclosed is an original and one copy of the articles of incorporation and a Designation and Acceptance of Ground Up Associates, Inc., a Florida Corporation.

Please provide a certificate of status. A check for \$78.75 is enclosed for the filing fee and a Certificate of Status.

Very truly yours,


Joseph E. Altschul, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

Ground Up Associates, Inc.

ARTICLE I. CORPORATE NAME.

The name of this corporation is Ground Up Associates, Inc.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation is 15928 West Wind Circle, Weston, Florida 33326.

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are Joseph E. Altschul, Esq., 2700 S. Commerce Parkway, Suite 305, Weston, Florida 33331.

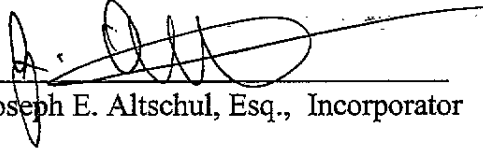
ARTICLE V. INCORPORATORS.

The names and street addresses of the incorporators to these articles of incorporation are:

Robert K. Green, President
15928 West Wind Circle
Weston, Florida 33326

Joseph E. Altschul, Esq.
Registered Agent
2700 S. Commerce Parkway, # 305
Weston, Florida 33331

The undersigned executed these articles of incorporation June 14, 1999.


Joseph E. Altschul, Esq., Incorporator

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TALLAHASSEE, FLORIDA

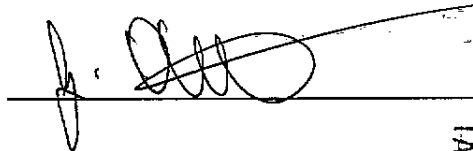
**Designation and Acceptance of Registered Agent
for a Florida Corporation**

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is Ground Up Associates, Inc.
2. The name of the registered agent is Joseph E. Altschul, Esq.
3. The address of the registered agent/registered office is 2700 S. Commerce Parkway, Suite 305, Weston, Florida 33331.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



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