

*Law Offices
Of
Howard P. Alterman, P.A.
701 Southeast 6th Avenue
Suite 200
Delray Beach, Florida 33483
(561) 265-2177*

*Howard P. Alterman**

July 13, 1999

**Also Admitted in
Illinois & Indiana*

P99000065193

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

100002932011--5
-07/15/99--01038--013
*****78.75 *****78.75

Re: Neal Gary, Inc.

Gentlemen:

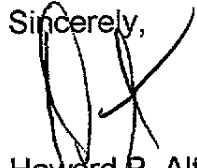
Enclosed are the following documents:

1. Original and four (4) copies of Articles of Incorporation
2. Check in the sum of \$78.75 payable to the Florida Department of State
3. Self-addressed, stamped envelope

Please file this corporation and return the appropriate number of filed articles to the undersigned.

Should there be any problem with the foregoing, please contact Loisanne of my office.

Sincerely,


Howard P. Alterman
HPA/lkn
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
NEAL GARY, INC.
* * * * *

The undersigned subscribers to these Articles of Neal Gary, Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is Neal Gary, Inc.

ARTICLE II - NATURE OF BUSINESS

The general character, purpose, and nature of business to be transacted by this corporation is as follows:

(a) To acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop and be erected, on any lands owned, held or occupied by the corporation, buildings or other structures, now or hereafter erected on any lands owned, held or occupied, and to encumber or dispose of any lands, or interest in lands, and any buildings or other structures, at any time owned or held by the corporations. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate, real estate of all kinds improved, or any right or interest therein.

(b) To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful, in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation, and to invest, trade, lease, rent, encumber or dispose of any personal property at any time owned or held by this corporation.

(c) To carry on in any capacity any business or trade deemed legal in the State of Florida.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(f) To become a partner with any person or persons, corporation, or any other business entity and engage in the same or other or any character of business legal in the State of Florida.

(g) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(h) To enter into, make, perform and carry out contracts and of every kind, for any lawful purpose, without limit as

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers, or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses and in this Article shall be regarded as independent objects and powers.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 10,000 shares of common stock, each share having a par value of \$.10. Said authorized shares may be divided into voting and non-voting shares before issuance by action of the Board of Directors; provided, however, that in the event such designation is specifically made by the Board of Directors, said stock shall be deemed voting.

Authorized capital stock may be paid for in cash, service or property at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE IV - INITIAL CAPITAL

The amount of the capital with which this Corporation shall begin business is \$ 100.00.

ARTICLE V - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial street address of the principal office of this Corporation is to be at 1902 Bermuda Circle, Coconut Creek, Florida 33066 Apartment B3

The Board of Directors may from time to time designate such other address and place for the principal office of this Corporation as it may see fit.

ARTICLE VII - RESIDENT AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That NEAY GARY, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Coconut Creek, County of Broward, has named Neal G. Alterman, located at 1902 Bermuda Circle, Apartment B3, Coconut Creek, Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relating to keeping open said office.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

who shall hold office until their successors are elected and have qualified are as follows:

Neal G. Alterman
1902 Bermuda Circle
Apartment B3
Coconut Creek, Florida 33066

ARTICLE X - SUBSCRIBERS

The names and street addresses of the subscribers to these Articles of Incorporation, the number of shares agreed to take and the value of the consideration therefor are as follows:

<u>Name</u>	<u>Address</u>	<u>Number of Shares</u>	<u>Amount</u>
Neal G. Alterman	1902 Bermuda Circle Apartment B3 Coconut Creek, Florida 33066	10,000	\$100.00

ARTICLE XI - EFFECTIVE DATE

These Articles of Incorporation shall be effective on the date of the filing of these articles.

ARTICLE XII - AMENDMENT

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 them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 6 day of June, 1999.

Neal G. Alterman (Seal)

____ (Seal)

____ (Seal)

____ (Seal)

STATE OF FLORIDA
COUNTY OF Palm Beach