

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

L 00000000 8033
904-222-87036



MAIL TO:
P.O. BOX 5828
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

MJH

REFERENCE :

AUTHORIZATION :

Patricia Pyjunt

COST LIMIT : \$ 155.00

ORDER DATE : July 21, 2000

ORDER TIME : 9:55

ORDER NO. : 771810

CUSTOMER NO:

700003331107--0

CUSTOMER: GREENBERG TRAUIG, P.A.
1221 BRICKELL AVENUE
MIAMI, FL 33131-3238

DOMESTIC FILING

NAME: NAP OF THE AMERICAS LLC

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar (ext. 1124)

EXAMINER'S INITIALS:

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 00 JUL 21 PM 1:04
 RECEIVED
 00 JUL 21 AM 11:04
 DIVISION OF CORPORATION

ARTICLES OF ORGANIZATION

OF

NAP OF THE AMERICAS LLC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 21 PM 1:04

ARTICLE I

The name of the limited liability company (hereinafter called the "limited liability company") is NAP OF THE AMERICAS LLC.

ARTICLE II

The address of the principal office and the mailing address of the limited liability company is c/o Greenberg Traurig, P.A., 1221 Brickell Avenue, 21st Floor, Miami, Florida 33131, Attn: William Eck.

ARTICLE III

The period of duration for the limited liability company shall be perpetual.

ARTICLE IV

The remaining members of the Company have the right to continue the business in the event of the termination of the Company at any time due to death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member or the occurrence of any other event which terminates the continued membership of a member in the Company, provided that all of the remaining members agree to do so in writing within 120 days after the date of a member's termination of membership.

ARTICLE V

The name and the Florida street address of the registered agent and office is

Corporation Service Company
1201 Hayes Street
Tallahassee, Florida 32301

Having been named as the registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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.


(Registered Agent's Signature)

BRIAN COURTNEY, ASST. V.P.

Date: July 21st, 2000

ARTICLE VI

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

BENJAMIN FINZI

Typed or printed name of signee

FILING FEES:

\$100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (OPTIONAL)

\$ 5.00 Certificate of Status (OPTIONAL)