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To: Division of Corporations  
Fax Number : (850)205-0381

From: Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
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FLORIDA PROFIT CORPORATION OR P.A.

nelda corporation

Certificate of Status	0
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ARTICLES OF INCORPORATION  
OF  
NELDA CORPORATION

The undersigned does hereby execute, acknowledge and file the following ARTICLES OF INCORPORATION for the purpose of creating a Corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: NELDA CORPORATION

The principal offices of the corporation shall be:

NELDA CORPORATION  
C/O ATACH  
19101 MYSTIC POINTE DRIVE  
TOWER 200, UNIT #2204  
AVENTURA, FLORIDA 33180

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLE II

This corporation shall commence its perpetual existence upon the filing of these Articles of Incorporation with Secretary of State of Florida.

ARTICLE III

The general nature of the business of this corporation is to transact any and all lawful business.

Prepared By:  
JAMES V. ALBO, ESQ.  
Attorney for Corporation  
2020 N.E. 163rd Street, Suite 300  
North Miami Beach, FL 33162  
(305) 944-9100  
Florida Bar No. 0293997

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#### ARTICLE IV

The street address of the initial registered office of this corporation and its initial registered agent is: JAMES V. ALBO  
2020 NE 163<sup>RD</sup> STREET, #300  
NORTH MIAMI BEACH, FLORIDA 33162

#### ARTICLE V

The aggregate number of shares, which the corporation shall have authority to issue, shall be One Thousand (1,000) shares of common stock at \$1.00 par value.

All of said stock shall be payable in cash, property, real or personal, or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatever.

#### ARTICLE VI

Unless otherwise determined by the Board of Directors of this corporation, no shareholders shall be entitled as such, as a matter of right, to purchase, subscribe for, or receive any right or rights to subscribe for:

A. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not unissued shares authorized by these Articles of Incorporation as originally filed or by any amendment or amendments thereof, or out of shares of stock of the corporation acquired by it after the issuance of such shares, and whether issued for cash, labor done, personal property, or real property or leases; or

B. Any obligation that the corporation may issue or sell that is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or appurtenant any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

#### ARTICLE VII

The holders of stock of this corporation shall not be held individually responsible as such for any debts, contracts, liabilities, or engagements of the corporation, and shall not be liable for assessments to restore impairments in the capital of the corporation; nor shall stock of this corporation be liable to assessment for any purpose.

#### ARTICLE VIII

This corporation shall have at least one (4) director(s), with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the corporation be managed by the shareholders. The initial board of directors shall consist of four (4) persons who are to serve as initial directors and officers of the

corporation, who shall hold office for the first year, until the election of the additional directors and/or officers at the organizational meeting, or until their successors are duly elected and qualified, shall be: MARCOS ATACH SAAD/ Director, President  
NELLY SAAD de ATACH /Director, Vice-President  
DAVID ATACH SAED/Director, Secretary  
MOSHE ATACH SAAD/Director, Treasurer

whose street address is: C/O: ATACH  
19101 MYSTIC POINTE DRIVE  
TOWER 200, SUITE #2204  
AVENTURA, FLORIDA 33180

#### ARTICLE IX

The names and address of the incorporator is:  
MARCOS ATACH SAAD  
C/O: ATACH/ 19101 MYSTIC POINTE DRIVE  
TOWER 200, SUITE #2204  
Aventura, Florida 33180


#### CERTIFICATE DESIGNATING PLACE OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act: NELDA CORPORATION, desiring to organize under the laws of the State of Florida, with corporate office located at: C/O: ATACH/ 19101 MYSTIC POINTE DRIVE, TOWER 200, UNIT 2204, AVENTURA, FLORIDA 33180;  
its registered office at 2020 NE 163<sup>RD</sup> STREET, #300, NORTH MIAMI BEACH, FLORIDA 33162 as indicated in the Articles of Incorporation, and has named JAMES V. ALBO as its registered agent to accept service of process within this state.

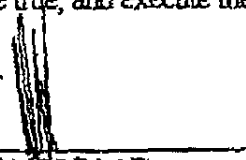
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ACKNOWLEDGEMENT

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

By:   
JAMES V. ALBO

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the above-named corporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and execute these ARTICLES OF INCORPORATION on this 31 day of May, 2005.

By:   
MARCOS ATACH SAAD

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