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FLORIDA PROFIT/NON PROFIT CORPORATION

Nicobro Holdings, Inc.

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**ARTICLES OF INCORPORATION
OF
NICOBRO HOLDINGS, INC.**

The undersigned, acting as incorporator of NICOBRO HOLDINGS, INC., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is NICOBRO HOLDINGS, INC. (the "Corporation").

ARTICLE II. MAILING ADDRESS

The mailing address of the Corporation is:

c/o 701 Brickell Ave.
Suite 1400
Miami, Florida 33131

ARTICLE III. BUSINESS ADDRESS

The business address of the Corporation is:

1111 Kane Concourse
Suite 404
Bay Harbor Islands, Florida 33154

ARTICLE IV. COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE V. PURPOSE

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE VI. AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having \$1.00 par value per share.

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ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 701 Brickell Ave., Suite 1400, Miami, Florida 33131 and the name of the Corporation's initial registered agent at that address is Law Center of the Americas, LLC.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator are:

Steven H. Hagen, Esq.
701 Brickell Ave.
Suite 1400
Miami, Florida 33131

ARTICLE IX. INITIAL DIRECTOR

The name and address of the initial director of the Corporation are:

Nicole Gorin
701 Brickell Avenue
Suite 1400
Miami, Florida 33131

ARTICLE X. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE XI. AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

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The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on the 28th day of November, 2007.


Steven H. Hagen, Esq.
Sole Incorporator

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That NICOBRO HOLDINGS, INC. desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation at 701 Brickell Ave., Suite 1400, Miami, Florida 33131 has named Law Center of the Americas, LLC as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 28th the day of November, 2007.

LAW CENTER OF THE AMERICAS, LLC

By: 

Name: Steven H. Hagen

Title: Vice President

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