

1200 HAYS STREET  
MIAMI, FL 33131  
TEL: 305-441-1000  
FAX: 305-441-1001

0916000053015

**CSC networks**

PREMIER MAIL TELETYPE SERVICE ACCOUNT NO. : 072100000032

REFERENCE : 995933 7105923

AUTHORIZATION :

*Patricia Poynt*

COST LIMIT : \$ 122.50

ORDER DATE : June 21, 1996

ORDER TIME : 9:14 AM

ORDER NO. : 995933

610001871196

CUSTOMER NO: 7105923

CUSTOMER: Mr. Barry A. Nelson  
NELSON & LA FEMINA, P.A.

One Turnberry Place, 19495  
Biscayne Blvd., Suite 609  
North Miami Bea, FL 33180-2320

DOMESTIC FILING

NAME: NANEL HOLDINGS CORP.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

*g 6/21/96*

ARTICLES OF INCORPORATION

OF

NANEL HOLDINGS CORP.

ARTICLE I. - NAME

The name of this corporation is NANEL HOLDINGS CORP.

ARTICLE II. - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 3 Grove Isle Drive, Suite 1604, Miami, Florida 33133.

ARTICLE III. - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>STOCK</u>
5,000	\$ .01	Class A Common Stock
5,000	\$ .01	Class B Common Stock

The holders of Class A Common Stock shall be entitled to vote for one director. The holders of Class B Common Stock shall be entitled to vote for one director. In all other respects, the Class A and Class B Common Stock shall be identical.

ARTICLE IV. .... INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

<u>REGISTERED AGENT</u>	<u>STREET ADDRESS OF REGISTERED OFFICE</u>
Barry A. Nelson	19495 Biscayne Boulevard Suite 609 North Miami Beach, FL 33180

ARTICLE V. - DIRECTORS

This corporation shall have two directors. The initial directors of this corporation shall be ELLEN ROTH and NANCY BROUDY.

ARTICLE VI. - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

VII. - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
ELLEN ROTH	3 Grove Isle Drive, Suite 1604 Miami, Florida 33133

ARTICLE VII. INDEMNIFICATION

The corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

ARTICLE VIII. AMENDMENTS

The right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto is reserved to the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20<sup>th</sup> day of June, 1976.

Ellen Roth  
ELLEN ROTH  
Incorporator

