

ERIC D. ROBINSON

Attorney at Law

Post Office Box 568824
Orlando, FL 32856-8824

Phone 407/851-6764

7/23/97
PN0000064260

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

Re: NES CORPORATION

400002245434--8

-07/23/97--01098--012

***122.50 ***122.50

Gentlemen:

Enclosed is my firm check in the amount of One Hundred twenty-two and 50/100 (\$122.50) dollars together with executed Articles of Incorporation and Registered Agent Certificate. Please accept these documents for filing and furnish me with a Certified copy of the Articles at the address shown on this letterhead.

If you have any questions or problems, please do not hesitate to call me at the above number.

Yours very truly,



Eric D. Robinson

cc. Pamela Nesheim

JUL 24

BSB

FILED
97 JUL 23 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

97 JUL 23 PM 3:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation
of
NBS CORPORATION

ARTICLE I

Name and Duration

The name of the Corporation is NBS CORPORATION. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 1743 Fifeshire Court, Longwood, FL 32779.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 1743 Fifeshire Court, Longwood, FL 32779. The name of the registered agent at such address is Pamela Simon Nesheim.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is six thousand shares of Common Stock ("Common Stock") \$0.01 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Pamela Simon Nesheim	1743 Fifeshire Court, Longwood, FL 32779

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first meeting of the shareholders are as follows:

Pamela Simon Nesheim
1743 Fifeshire Court,
Longwood, FL 32779

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Presumptive Rights

Every shareholder, upon the sale of any additional stock of this Corporation of the same kind, class or series as that which he already holds or of any bonds, debentures, or other securities convertible into stock of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as early as may be done without the issuance of fractional shares) subject to the same terms and at the same price at which such stock is offered to others.

ARTICLE X

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE XI

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XII

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Orlando, Orange County, Florida, this 21st day of July, 1997.


Pamela Simon Nesheim

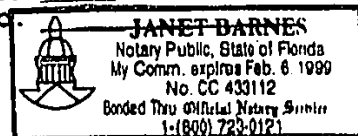
STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 21st day of July, 1997, by Pamela Simon Nesheim. She is personally known to me or has produced _____ as identification.

(NOTARY SEAL)


(Notary Signature)

Janet Barnes
(Notary Name Printed)
NOTARY PUBLIC
Commission No. _____



FILED

REGISTERED AGENT CERTIFICATE

97 JUL 23 PM 3:50

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That NBS CORPORATION desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at 1743 Fifeshire Court, Longwood, FL 32779 in the County of Seminole, State of Florida, has named Pamela Simon Nesheim, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent 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 provision of said statute relative to keeping open said office, and further state that I am familiar with Chapter 607 of the Florida Statutes relating to the duties and obligations of a registered agent and I am also familiar with Chapter 48 of the Florida Statutes relating to service of process.


Pamela Simon Nesheim

DATED: 7/21/97