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March 1, 2000

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

Re: Nielson, Alter & Associates, Incorporated

Dear Sir/Madam:

Enclosed please find Articles of Incorporation, reference the above captioned, along with our check in the amount of \$78.75 to cover the costs of filing same.

Should you have any questions, please do not hesitate to contact the undersigned.

Sincerely,



Suzy P. Robinson
Office manager

enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch MAR 10 2000

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**ARTICLES OF INCORPORATION
OF
NIELSON, ALTER & ASSOCIATES, INCORPORATED**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator of this corporation under Florida Statutes 607, as amended, adopt the following Articles of Incorporation.

**ARTICLE I
Name and Address of Corporation**

The name of this corporation shall be Nielson, Alter & Associates, Incorporated.

The principal place of business and address is 5979 N.W. 151 Street, Miami Lakes, FL 33014.

**ARTICLE II
Duration**

The duration of the corporation shall be perpetual. The date and time of the commencement of the corporate existence of the corporation shall be upon filing these Articles of Incorporation with the Secretary of State, State of Florida.

**ARTICLE III
Purpose**

The general nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation are to engage in any lawful act, activity or business for which corporations may be organized under the laws of the State of Florida. Additionally, the corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

**ARTICLE IV
Capital Stock**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1000 shares of common stock with a par value of one dollar (\$1.00) per share.

**ARTICLE V
Voting Rights**

Except as otherwise provided by law, the entire voting power for the election of directors and all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

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/she already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII
Registered Agent and Office

The name and office address of this corporation's initial registered agent is Raymond L. Robinson, Esq., Robinson & Associates, P.A., 1501 Venera Avenue, Suite 300, Coral Gables, Florida 33146.

ARTICLE VIII
Incorporator

The name and address of the incorporator is Charles J. Nielson, 5979 N.W. 151 Street, Miami Lakes, FL 33014.

ARTICLE IX
Board of Directors

The initial number of directors of this corporation shall be one (1). The number of Directors may be increased [or decreased] from time to time by resolution of the majority of the Stockholders but shall never be less than one.

The names and addresses of the initial member(s) of the first Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are:

NAME:
Charles J. Nielson

ADDRESS:
5979 N.W. 151 Street, Miami Lakes, FL 33014.

ARTICLE VIII
Officers and Address

The initial officer(s) and corporate address are as follows:

NAME:
Charles J. Nielson
President, Secretary, Treasurer

ADDRESS:
5979 N.W. 151 Street, Miami Lakes, FL 33014.

ARTICLE IX
Subscribers

The name and address of the subscriber of these Articles of Incorporation are as follows:

NAME:
Charles J. Nielson

ADDRESS:
5979 N.W. 151 Street, Miami Lakes, FL 33014.

ARTICLE X
Indemnification

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

ARTICLE XI
Amendments

The corporation shall have the further right and power to:

From time to time determine whether and to what extent and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock book), or any of them, shall be open to inspection of stockholders; and no stockholder shall have any right of inspecting any account book or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or Board of Directors.

The corporation may in its By-Laws confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

Both stockholders and directors shall have power, if the By-laws so provide, to hold their respective meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the Statutes of the State of Florida) outside the state of Florida, at such places as may from time to time be designated by the Board of Directors.

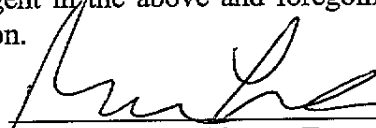
The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation in the State of Florida, this 28th day of February, 2000.



Charles J. Nielson, Subscriber

Having been designated as the registered agent in the above and foregoing articles, I am familiar with and accept the obligations of the position.



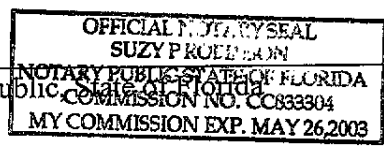
Raymond L. Robinson, Esq.
Registered Agent

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Charles J. Nielson, who is to me known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at MIAMI, FL in the said County and State, this 28 day of February, 2000.

My Commission Expires:

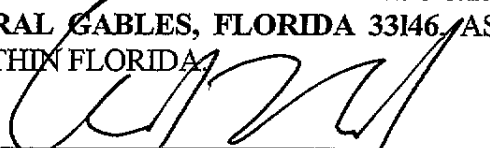
Notary Public, State of Florida


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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED;

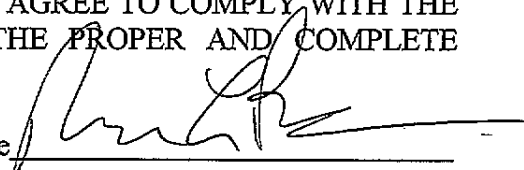
THAT NIELSON, ALTER & ASSOCIATES, INCORPORATED, DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 5979 N.W. 151 Street, Miami Lakes, FL 33014.

NAMED RAYMOND L. ROBINSON, ESQ., LOCATED AT ROBINSON & ASSOCIATES, P.A., 501 VENERA AVENUE, SUITE 300, CORAL GABLES, FLORIDA 33146 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



Signature: Charles J. Nielson
Dated 2-29-2000

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 I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Signature 

Raymond L. Robinson, Esq.
Title: Registered Agent

Dated 2-28-2000

FILED
00 MAR -6 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA