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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

NUTSHELL OFFICE PRODUCTIONS, INCORPORATED

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION OF
Nutshell Office Productions, Incorporated

THE UNDERSIGNED, have executed the following document as incorporators of the above named corporation, which has been organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporators, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The Corporate name for the Corporation is Nutshell Office Productions, Incorporated.

ARTICLE II

The street address of the initial principal office and mailing address of the corporation are 15321 S. Dixie Hwy., Suite 209; Miami, Florida 33157 and its mailing address is P.O. Box 165818; Miami, Florida 33116-5818.

ARTICLE III

The number of shares the corporation is authorized to issue is One Thousand (1000)

ARTICLE IV

The shareholders of the corporation shall have preemptive rights to purchase shares of stock in proportion to their, then, current ownership percentage of the Corporation, prior to them being offered to third parties.

ARTICLE V

The street address of the corporation's initial registered and the name of its initial registered agent at that office are:

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- a. The name of the registered agent is: David A. Wolfson
- b. The street address of the corporations initial registered office is:
15321 S. Dixie Hwy., Suite 209; Miami, Florida 33157.

ARTICLE VI

The name and address of each incorporator are:

- a. David A. Wolfson
15321 S. Dixie Hwy., Suite 209
Miami, Florida 33157

ARTICLE VII

The Corporation shall have not less than one (1) nor more than five (5) directors. The names and addresses of the individuals who are to serve as the initial directors are:

- a. David A. Wolfson
15321 S. Dixie Hwy., Suite 209
Miami, Florida 33157
- b. Martha L. McClean-Wolfson
15321 S. Dixie Hwy., Suite 209
Miami, Florida 33157
- c. J. Porter McClean
15321 S. Dixie Hwy., Suite 209
Miami, Florida 33157

ARTICLE VIII

The purpose of the Corporation is to carry on any business authorized by law.

ARTICLE IX

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The Board of Directors shall manage and regulate the business affairs of the Corporation.

ARTICLE X

There are no limiting factors regarding the regulating or the powers of the corporation, its shareholders or its directors except as provided by law or the by-laws of the corporation.

ARTICLE XI

The par value for authorized shares or classes of shares are One Dollar (\$1.00). There shall be only one class of stock, to wit: common shares. This provision may be amended by the by-laws of the corporation.

ARTICLE XII

There shall be no imposition of personal liability on shareholders for the debts of the corporation except as required by law.

ARTICLE XIII

The corporation shall commence existence upon the filing of these Articles of Incorporation with the Department of State, State of Florida, and shall have perpetual existence.

The undersigned has executed these Articles of Incorporation this May 1, 2000.


David A. Wolfson
Incorporator

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**CERTIFICATION OF DESIGNATION AND ACCEPTANCE
OF REGISTERED AGENT/OFFICE**

Pursuant to the provisions of Sec. 607.0501, *Fla. Stat.*, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement designating the registered office/registered agent, in the State of Florida.

First that Nutshell Office Productions, Incorporated, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, has named David A. Wolfson located at 15321 S. Dixie Hwy., Suite 209; Miami, Florida 33157 as its agent to accept service of process within this State.

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


David A. Wolfson

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