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Division of Corporations  
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To:

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Account Name : EMPIRE CORPORATE KIT COMPANY  
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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

nbgpss, inc.

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ARTICLES OF INCORPORATION

OF

NBGPSS, INC.

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ARTICLE I  
CORPORATE NAME

The name of the Corporation shall be: NBGPSS, INC.

ARTICLE II  
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 2055 Alamanda Drive, North Miami, Florida 33181.

ARTICLE III  
NATURE OF CORPORATE BUSINESS

The Corporation may engage in or transact any and all activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV  
TERMS OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V  
CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of Nine Hundred Ninety Nine (999) shares of one class of common stock having a par value of One and 00/100 (\$1.00) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

This Instrument Prepared By:  
COLEEN O'LEARY Henderson, Esq.  
2601 S. Bayshore Drive, Suite 250  
Coconut Grove, Florida 33133  
Tel: (305) 857-0222

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**ARTICLE VI**  
**INITIAL REGISTERED AGENT**

The Corporation's initial registered agent and registered office in the State of Florida shall be:

INITIAL REGISTERED AGENT: SIME STANTIC  
INITIAL REGISTERED OFFICE: 2055 Alamanda Drive, North Miami, Florida 33181.

**ARTICLE VII**  
**BOARD OF DIRECTORS**

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

**ARTICLE VIII**  
**INCORPORATORS**

The names and addresses of each Incorporator executing these Articles of Incorporation are as follows: NIKOLA BOSKOVSKI, GEORGE PERINOVIC and SIME STANTIC, whose address are 5555 Collins Avenue, Unit 15G, Miami Beach, Florida 33140, 465 Ocean Drive, Unit 709, Miami Beach, Florida 33139 and 2055 Alamanda Drive, North Miami, Florida 33181, respectively.

**ARTICLE IX**  
**Informal Shareholder Action**

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

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**ARTICLE X**  
**Severance and Termination of Employment**

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

**ARTICLE XI**  
**Informal Director Action**

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE XII**  
**Indemnification**

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

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The UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business with the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.

NB  
NIKOLA BOSKOVSKI, Incorporator

George Perinovic  
GEORGE PERINOVIC, Incorporator

Sime Stantic  
SIME STANTIC, Incorporator

STATE OF FLORIDA )  
COUNTY OF DADE ) SS:

BEFORE ME, personally appeared NIKOLA BOSKOVSKI to me well known and known to me to be the person described as Incorporator in the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal this 8<sup>th</sup> day of May, 2000

Lila K. Terry  
Notary Public, State of Florida  
at Large

(PLEASE PRINT) LILA K. TERRY



Lila K. Terry  
MY COMMISSION # CC771371 EXPIRES  
November 14, 2002  
BONDED THIRD PARTY INSURANCE, INC.

STATE OF FLORIDA )  
COUNTY OF DADE ) SS:

BEFORE ME, personally appeared GEORGE PERINOVIC to me well known and known to me to be the person described as Incorporator in the foregoing Articles of Incorporation and he acknowledged to

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and before me that he executed said Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal this 5<sup>th</sup> day of May, 2000 **H00000025601**

Lila K. Terry  
Notary Public, State of Florida  
at Large

[PLEASE PRINT] LILA K. TERRY

Serial Number:



Lila K. Terry  
MY COMMISSION # CC791371 EXPIRES  
November 16, 2002  
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA )  
COUNTY OF DADE ) SS:

BEFORE ME, personally appeared NIKOLA BOSKOVSKI to me well known and known to me to be the person described as Incorporator in the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal this 8<sup>th</sup> day of May, 2000

Lila K. Terry  
Notary Public, State of Florida  
at Large

[PLEASE PRINT] LILA K. TERRY



Lila K. Terry  
MY COMMISSION # CC791371 EXPIRES  
November 16, 2002  
BONDED THRU TROY FAIR INSURANCE, INC.

**H00000025601**

STATE OF FLORIDA )  
COUNTY OF DADE ) SS:

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BEFORE ME, personally appeared SIME STANTIC to me well known and known to me to be the person described as Incorporator in the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal this 8th day of May, 2000

*Lila K. Terry*

Notary Public, State of Florida  
at Large



Lila K. Terry  
MY COMMISSION # CC791371 EXPIRES  
November 16, 2002  
BONDED TRU TRUST FARM INSURANCE INC

[PLEASE PRINT] LILA K. TERRY

Serial Number:  
Serial Number:


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**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

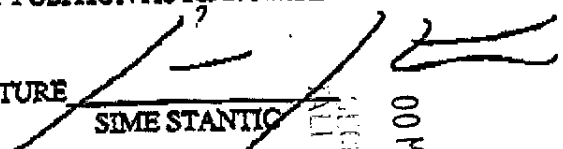
1. The name of the corporation is: NBPSS, INC.
2. The name and address of the registered agent and office is: SIME STANTIC at 2055 Alamanda Drive,  
Miami Beach, Florida

SIGNATURE   
SIME STANTIC  
(corporate officer)

TITLE: President

DATE: MAY 4, 2000

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

SIGNATURE   
SIME STANTIC

DATE: MAY 4, 2000

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CLERK OF THE STATE  
OF FLORIDA

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