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ROBERT B. COOK, P. A.

Attorney and Counselor at Law

FILED

00 AUG -7 AM 8:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 1, 2000

State of Florida
Secretary of State
Division of Corporations
Tallahassee, FL 32414

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

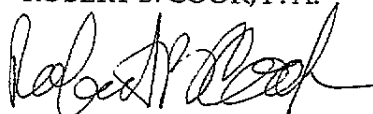
Re: NADE, Inc.

Enclosed is the original of the Articles of Incorporation, along with my check in the amount of \$78.75 for the incorporation fee.

Please send the Certificate of Incorporation to this address.

Sincerely,

ROBERT B. COOK, P. A.



Robert B. Cook

11911 U. S. HWY. ONE • SUITE 201 • NORTH PALM BEACH, FL 33408
PHONE (561) 627-8766 • FAX (561) 622-6815

Put 8/10/00 ✓

**ARTICLES OF INCORPORATION
OF**

NADE, INC.

FILED
00 AUG -7 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME AND CORPORATE ADDRESS

The name and address of this Corporation is:

NADE, INC.
11911 U. S. Highway One
Suite 201
North Palm Beach, FL 33408

ARTICLE II - DURATION

The duration of this Corporation is perpetual.

ARTICLE III - PURPOSE

The purpose for which this Corporation is formed is to engage any lawful business purpose allowed under the applicable provisions of Florida law.

ARTICLE IV - AMENDMENT

The Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the Directors.

ARTICLE V - AUTHORIZED STOCK

The Corporation is authorized to issue 7,500 shares of one dollar par value voting stock.

ARTICLE VI - REGISTERED AGENT

The name and office address of this Corporation's registered agent in Florida is:

Robert B. Cook, Esquire
11911 U.S. Highway One
Suite 201
North Palm Beach, FL 33408

ARTICLE VII - DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation is one
(1). The name and address of the person who is to serve as Director until the first annual meeting of the shareholders, or until his successors are elected and qualified is:

Name and Address

Robert B. Cook
11911 U. S. Highway One
Suite 201
North Palm Beach, FL 33408

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator is:

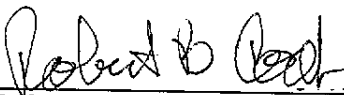
Name and Address

Robert B. Cook
11911 U. S. Highway One
Suite 201
North Palm Beach, FL 33408

ARTICLE IX - BY-LAWS

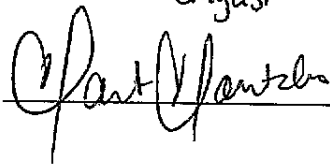
The By-Laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of Members at any meeting thereof. In the event of any conflict between amendments to the By-Laws by the Board of Directors versus amendments made by the Members, the amendments made by the Members shall control.

Dated: This 31st day of July, 2000.


Robert B. Cook, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

2 The foregoing Articles of Incorporation were sworn to and acknowledged before me this day of July, 2000 by Robert B. Cook, who is personally known to me.
August



_____, Notary Public, Commission No. _____



Margaret Fajul Montalvo
Commission # CC 800059
Expires JAN. 3, 2003
BONDED THRU
ATLANTIC BONDING CO., INC.

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

FILED

00 AUG -7 AM 8:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of §§48.091(1) and 607.0501, Florida Statutes, the following is submitted for compliance thereof:

That **NADE, INC.**, desiring to organize under the laws of the State of Florida, designates the name and address of its registered agent to accept service of process within this State as follows:

Robert B. Cook
11911 U.S. Highway One
Suite 201
North Palm Beach, FL 33408

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the above-stated address in this State, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the premises open from 10:00 a.m. to noon each day, except Saturdays, Sundays, and legal holidays, and to post therein a sign designating the name of the Corporation and the name of its registered agent.

BY:

Robert B. Cook

Robert B. Cook

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 2 day of ^{August} July, 2000, by Robert B. Cook, who is personally known to me.

Margaret Montalvo

_____, Notary Public, Commission No. _____

Margaret Montalvo

_____, Name of Notary typed, printed or stamped



Margaret Panjul Montalvo
Commission # CC 800059
Expires JAN. 3, 2003
BONDED THRU
ATLANTIC BONDING CO., INC.