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Lazan, Trute & Robbins

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

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November 13, 2000

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

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

RE: NEA DEVELOPMENTS, INC.

Ladies and Gentlemen:

Enclosed are two executed copies of the Articles of Incorporation for NEA DEVELOPMENTS, INC., together with our check, payable to the order of the Secretary of State of Florida, in the amount of \$78.75, representing the filing fee, Registered Agent's fee, and the fee for one **certified** copy of Articles of Incorporation.

Kindly return to the undersigned the certified copy of the Articles of Incorporation and the Certificate of Incorporation, in the enclosed return envelope.

Thank you for your attention to this matter.

Very Truly Yours,

LAZAN, TRUTE & ROBBINS

By:

Marjorie F. Robbins
Marjorie F. Robbins

MFR/hh
Enclosures

CC: Adam Dash

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch NOV 20 2000

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ARTICLES OF INCORPORATION
OF
NEA DEVELOPMENTS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations for profit, file these Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation shall be: NEA DEVELOPMENTS, INC.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1800 N.E. 114th Street
Suite 1002
Miami, Florida 33181

ARTICLE III
SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 2,000 shares of common stock at One Dollar (\$1.00) par value, unless duly changed in accordance with the laws of the State of Florida. It is the intention of this corporation that the stock issued qualify as "Section 1244 Stock," as such term is defined in the Internal Revenue Code and Regulations issued thereunder.

ARTICLE IV
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

ADAM DASH
1800 N.E. 114th Street
Suite 1002
Miami, Florida 33181

ARTICLE V
PURPOSE

The general nature of the business or businesses to be transacted is as follows:

To engage in any activities or business permitted under the Laws of the United States and the State of Florida.

ARTICLE VI
DURATION

This corporation shall exist perpetually.

ARTICLE VII
PREEMPTIVE RIGHTS

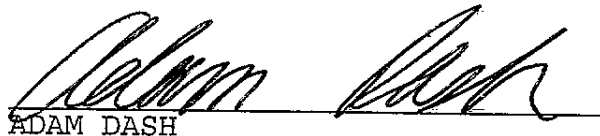
Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII
INCORPORATORS

The name and street address of the Incorporator to these Articles of Incorporation is:

ADAM DASH
1800 N.E. 114th Street
Suite 1002
Miami, Florida 33181

IN WITNESS WHEREOF, I the undersigned, being the Subscribing Incorporator, have hereunto set my hand and seal for the purpose of forming this corporation under the Laws of the State of Florida, this 12 day of November 2000.


ADAM DASH

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 15
day of November, 2000, by ADAM DASH, as Subscriber and
Incorporator, who is personally known to me ~~or who has produced his~~
~~as identification~~, and who did
take an oath.

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

Sign:

Print:

Marjorie Frankel Robbins
MARJORIE FRANKEL ROBBINS

My Commission Expires:

NOTARY PUBLIC - STATE OF FLORIDA
MARJORIE FRANKEL ROBBINS
COMMISSION # CC834711
EXPIRES 7/19/2003
BONDED THRU ASA 1-888-NOTARY1

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.0501 or 617.0501, 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.

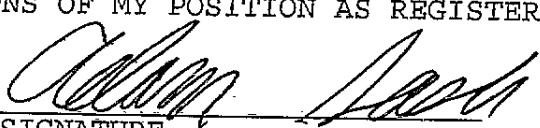
1. The name of the corporation is: NEA DEVELOPMENTS, INC.
2. The name and address of the Registered Agent and office is:

ADAM DASH
(NAME)

1800 N.E. 114TH STREET, SUITE 1002
(P.O. BOX NOT ACCEPTABLE)

MIAMI, FLORIDA 33181
(CITY/STATE/ZIP)

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
ADAM DASH


Date