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ACCOUNT NO. : 072100000032

REFERENCE : 911618 91798A

AUTHORIZATION : *Patricia Pizuto*

COST LIMIT : \$ 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV 28 PM 4: 54

ORDER DATE : November 28, 2000

ORDER TIME : 3:29 PM

ORDER NO. : 911618-005

CUSTOMER NO: 91798A

CUSTOMER: Ms. Sharon Carro
Kipnis Tescher Lippman
Valinsky & Kain
100 N.e. Third Avenue
Suite 610
Fort Lauderdale, FL 33301

200003479222--4

DOMESTIC FILING

NAME: NMC ACQUISITION CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

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[Signature]

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ARTICLES OF INCORPORATION
OF
NMC ACQUISITION CORP.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

NMC ACQUISITION CORP.

The address of the principal office of this corporation shall be c/o Kipnis, Tescher, Lippman, Valinsky, P. A., 100 Northeast Third Avenue, Suite 610, Fort Lauderdale, Florida 33301, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$0.0001 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE


This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on November 28, 2000.

By: 
Its Agent, Lynette Coleman

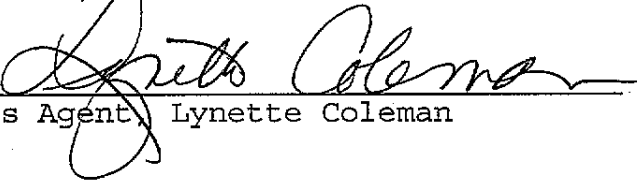
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ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: _____


Its Agent, Lynette Coleman

dew