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FLORIDA PROFIT CORPORATION OR P.A.**NAP PARTNER CORPORATION**

Certificate of Status	0
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**ARTICLES OF INCORPORATION
FOR
NAP PARTNER CORPORATION**

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

**ARTICLE ONE
NAME**

The corporate name shall be: NAP Partner Corporation

**ARTICLE TWO
CORPORATE DURATION**

The duration of the corporation is perpetual.

**ARTICLE THREE
PURPOSE OR PURPOSES**

The general purposes for which the corporation is organized are:

1. In general to promote the interests of the corporation in its activities as these relate to the purchase and sale of real property, other ventures, and to generally enhance the value of its properties.
2. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida, and in all other states and countries.
3. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidence of indebtedness, and executed such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.
4. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

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5. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares or the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state government, and while owner of such stock, to exercise all the rights to vote such stock,

6. To engage in any activities or businesses permitted under the laws of the United States and the State of Florida.

7. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR **CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is 500. Such shares shall be of a single class, and shall have no par value.

ARTICLE FIVE **REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE**

The name of the registered agent and the street address of the principal registered office of the corporation is Felix J. Martin, 2701 South LeJeune Road, 2nd Floor, Coral Gables, Florida 33134.

ARTICLE SIX **DIRECTORS**

The number of directors constituting the initial board of directors of the corporation is five (5), and shall never be less than one.

ARTICLE SEVEN **INCORPORATORS**

The name and street address of the incorporator(s) are:

Marc Kaufman, 2701 South LeJeune Rd., 2nd FL, Coral Gables, Florida 33134.

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ARTICLE EIGHT
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 the new stock is offered to others.

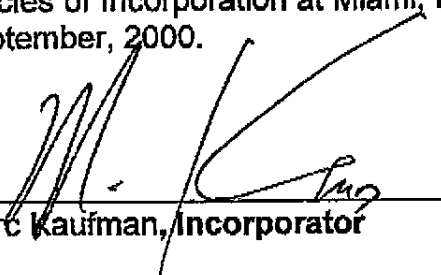
ARTICLE NINE
INDEMNIFICATION

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

ARTICLE TEN
AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami, Dade County, Florida on this 12th day of September, 2000.



Marc Kaufman, Incorporator

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**ACKNOWLEDGMENT AND ACCEPTANCE OF APPOINTMENT BY
REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, at the place designed in these Articles, I hereby agree to act in this capacity, and I further agree to comply with provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida General Corporation Act.

Dated this 12th day of September, 2000.



Felix J. Martin

**STATE OF FLORIDA
COUNTY OF DADE**

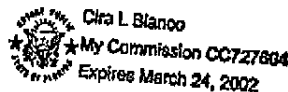
I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments appeared **Felix J. Martin**, who is personally to me known to be the persons described as incorporators in and who executed the foregoing described Articles of Incorporation, and he/she/they acknowledged before me that he/she/they subscribed his/her/their name(s) hereto for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 12th day of September, 2000.



NOTARY PUBLIC

My Commission Expires:



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