

TRANSMITTAL LETTER  
**PO1000006156**

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

FILED  
01 JAN 12 PM 12:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUBJECT: POPOV ENGINEERS / NWG INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee  
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy  
 \$87.50 Filing Fee, Certified Copy & Certificate of Status  
**ADDITIONAL COPY REQUIRED**

FROM: NICHOLAS NEDEFF  
Name (Printed or typed)

598 FERNWOOD Rd.  
Address

KEY BISCAVNE, FL. 33149  
City, State & Zip

305.301.5499  
Daytime Telephone number

200003538552--3  
-01/16/01--01107--011  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

NOTE: Please provide the original and one copy of the articles.

1-17-01  
WC

**ARTICLES OF INCORPORATION**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

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ARTICLE I NAME

The name of the corporation shall be:

POPOV ENGINEERS / NWG INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/ mailing address is:

240 CRANDON BLVD. SUITE 230  
KEY BISCAVNE, FLORIDA, 33149

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

GENERAL - SEE PAGE 2 & 3

ARTICLE IV SHARES

The number of shares of stock is:

1,000

ARTICLE V INITIAL OFFICERS/DIRECTORS (optional)

The name(s) and address(es):

ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is:

NICHOLAS NEDEFF  
598 FERNWOOD Rd.  
KEY BISCAVNE, FL. 33149

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

NICHOLAS NEDEFF  
598 FERNWOOD Rd.  
KEY BISCAVNE, FL. 33149

\*\*\*\*\*  
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Nick Nedeff  
Signature/Registered Agent

JAN. 10. 2001  
Date

Nick Nedeff  
Signature/Incorporator

JAN. 10. 2001  
Date

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ARTICLE III

ARTICLE III: The general nature of the business to be transacted is to do any or all of the things mentioned herein, viz:

To purchase, improve, develop, hold and enjoy real estate in fee simple, upon ground or parcels, improved or unimproved, and on such terms as to time and manner of payment as may be agreed upon.

To buy, sell, own, lease and operate manufacturing establishments, manufacturing any and all kinds of products.

To hold, purchase, and otherwise acquire or be interested in and to sell, assign, pledge, or otherwise dispose of shares of the capital stock, bonds or other evidence of debt, issued or created by any other corporation, foreign or domestic, or individual, and as the holder of such shares of stock to have the right to exercise all the rights and privileges of ownership, including the right to vote thereon to the same extent as a natural person might or could do. To exchange stock in this corporation for stock in other corporations.

To borrow money and contract debts which may be necessary for the transaction of business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of the corporation; to issue bonds, promissory notes, bills of exchange, debentures or other obligations and evidences of indebtedness payable at a specific time or times, or payable upon the happening of a specified event or events, either secured by a mortgage, pledge or otherwise, or secured for money borrowed in payment of property purchased or acquired, or any other lawful objects.

To acquire the good will, rights and property, and to purchase the whole or any part of the assets and liabilities of any person, firm, association or corporation; to pay for the same in cash, the stock of this company, bonds or otherwise; to hold or in any manner dispose of the whole or any part of the property so purchased; to conduct in any lawful manner this whole or any part of any business so acquired and to exercise all the powers necessary or convenient in and about this conduct and management of such business.

To enter into, make and perform contracts of every kind for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, town, city, county, state, territory, or government.

To carry on any or all of its operations and business and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount.

To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world, as principals, agents, brokers, factors, contractors, or otherwise, alone or in company with others.

To act as a holding company for any person, firm, association or corporation; and in connection therewith, to purchase, grant, lease, mortgage, subdivide, sell or otherwise acquire, improve, develop, or dispose of real estate and personal property either as principal or agent; and to construct dwellings and other buildings on its own real estate or the real estate of others, and finance the same; and to sell, either as principal or agent, improvements of every kind, and to act as a rental agent in caring for the property of others.

To buy, hold, transfer, or otherwise deal in tax certificates and tax titles, and to do such things, as are necessary and expedient to perfect title based upon tax certificates.

To purchase, lease, construct, or otherwise acquire, own, and operate apartments, hotels, restaurants, electrical lighting and power plants, gas plants, waterworks, ice plants, manufacturing plants, repair shops, newspaper and other periodicals, theatres, amusement places, bathing beaches, car rentals, air ships, motor vehicles and other vehicles for the transportation of passengers and freight, but not as common carrier and to conduct any lawful form of advertising in connection with any of it businesses.

To act as agent or broker for insurance companies, (selling any kind of insurance), and surety and indemnity companies.

In general, and in connection with the foregoing, the corporation may carry on any business, manufacturing or otherwise, and have and exercise all the powers conferred by the laws of the State of Florida, upon corporation organized under its statutes; and it is further hereby specifically provided that the foregoing enumerations of specific powers shall not be held to limit or restrict in any manner the general powers of this corporation.