

FD1000028672

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE

(Requestor's Name)

3320 S.W. 87 AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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-03/20/01--01040--022
*****78.75 *****78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. NADCEL INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in
 Pick up time 3:00
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

FILED
 01 MAR 20 PM 2:41
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

3/20

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
 01 MAR 20 AM 10:28
 DIVISION OF CORPORATION

Examiner's Initials

ARTICLES OF INCORPORATION

O

NADCEL INC.

FILED
01 MAR 20 PM 2:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The Undersigned, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida and all rights, duties and obligations of the undersigned as incorporator and those of the corporation, are to be determined in accordance with the laws of State of Florida.

ARTICLE I

The named of this corporation shall be:

NADCEL INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of incorporation by the Department of State, State of Florida and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposes to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall futher have power:
To have perpetual succession by its corporate name:

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 1000 shares, having an individual per value of \$ 1 (One Dollar).

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of the corporation.

ARTICLE V

The street address of the initial principal office and the name of the Initial Resident Agent of this corporation shall be:

The street address of the initial principal office shall be:

2311 N.E. 6TH AVENUE # 01
MIAMI, FL. 33137.

The name and street address of the initial Resident Agent of this corporation shall be:

RAMON B. BERMUDEZ
2311 N.E. 6 AVE. # 01
MIAMI, FL. 33137

ARTICLE VI

The initial board of Directors shall consist of a total of (THREE) 3 persons and the name and address of the person who is to serve as an initial director is:

LUZ MARINA FERNANDEZ
RESIDENCIAL LAS CUMBRE # 6
MANAGUA, NICARAGUA

FELIPE GARCIA RAYO
RESIDENCIAL LAS CUMBRE # 6
MANAGUA, NICARAGUA.

CELESTE GARCIA FERNANDEZ
RESIDENCIAL LAS CUMBRE # 6
MANAGUA, NICARAGUA.

The name and address of the incorporator executing these Articles of Incorporation is:

LUZ MARINA FERNANDEZ
RESIDENCIAL LAS CUMBRE # 6
MANAGUA, NICARAGUA.

IN WITNESS WHEREOF, the undersigned incorporator has(ve) executed these Articles of Incorporation this 19 March of 2001.

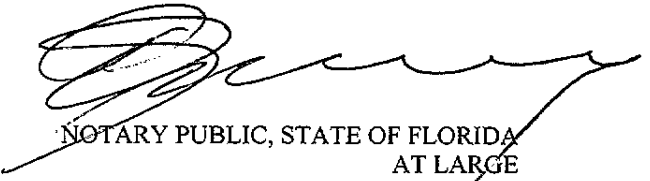


STATE OF FLORIDA)

COUNTY OF DADE) SS.

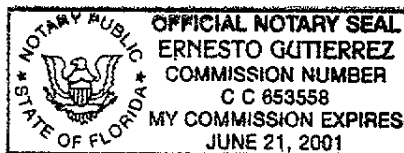
BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared Luz Marina Fernandez know to me and known by me to be the person(s) who executed the foregoing Articles of Incorporation, and he(they) acknowledge before me that he (they) executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 19 day of March of year 2001.



NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My Commission Expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTIONS 607.0501, 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:

NADCEL INC.

2.- THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS

RAMON B, BERMUDEZ

NAME

2311 N.E. 6TH AVENUE, # 01

(P.O. BOX NOT ACCEPTABLE)

MIAMI, FL. 33137

(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: 

DATE: 3-19-2001

01 MAR 20 PM 2:41
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SECRETARY OF STATE
TALLAHASSEE FLORIDA