

PD10000040119

April 8, 2001

Susan Debiase Moore
1770 N. E. 191st Street Unit 514
North Miami, Florida 33179

Department of State
Division of Corporations
409 E. Gains Street
Tallahassee, Florida 32399

Re: Nikobe Incorporated

200004034272--5
-04/19/01-01120-003
*****78.75 *****78.75

Enclosed in an original and one copy of the articles of incorporation for the above mentioned corporation and a check in the amount of \$78.75 for filing fee and certificate.

Sincerely,

Susan Debiase Moore

Susan Debiase Moore

Enclosures

FILED
01 APR 19 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BULLOCK APR 20 2001

(6)

ARTICLES OF INCORPORATION

OF

NIKOBÉ INCORPORATED

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TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is NIKOBÉ INCORPORATED, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 1770 N. E. 191ST STREET UNIT 514, NORTH MIAMI BEACH, FLORIDA 33179 and the mailing address is the same.

ARTICLE 4 - OFFICERS

The officers of the Corporation shall be:

President: Susan Debiase Moore

Secretary: Larry Moore

Treasurer: Susan Debiase Moore

The address of officers shall be the same as the principal office of the Corporation.

ARTICLE 5 – DIRECTOR (S)

The Director of the Corporation shall be:

Susan Debiase Moore

Who address shall be the same as the principal office of the Corporation.

ARTICLE 6 – CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is ONE THOUSAND (1,000) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Director of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Director may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Director of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 7 -SHAREHOLDERS~ RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 8 -POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 9 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 10 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 11 – INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered is:

Phillis M. Davis
3164 Pembroke Road
Hallandale, Florida 33009

ARTICLE 12 – BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 13 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 14 – AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE 15 - INCORPORATOR

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

Susan Debiase Moore

1770 N. E. 191st Street Unit 514

North Miami Beach, Florida 33179

The undersigned incorporator has executed these Articles of Incorporation the 8 day of April 2001.

Susan Debiase Moore
Signature

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 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: Nikobe Incorporated.
2. The name and address of the registered agent and office is:

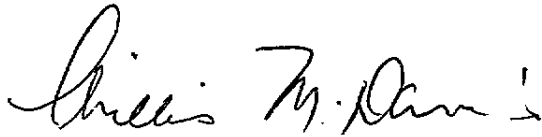
Phillis M. Davis

3164 Pembroke Road

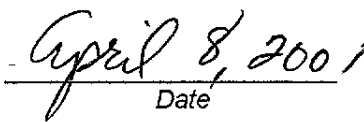
Hallandale, Florida 33009

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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