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ACCOUNT NO. : 072100000032
REFERENCE : 230678 7229347
AUTHORIZATION : *Patricia Pigute*
COST LIMIT : \$ 78.75

FILED
2001 JUL 20 PM 2:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : July 20, 2001
ORDER TIME : 1:54 PM
ORDER NO. : 230678-025
CUSTOMER NO: 7229347

CUSTOMER: Ms. Anna Krimshstein
Kilpatrick Stockton LLP
Suite 2000
200 South Biscayne Boulevard
Miami, FL 33131

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DIVISION OF CORPORATION

DOMESTIC FILING

NAME: NEMEX, INC.

*****FILE 1ST*****

EFFECTIVE DATE:

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XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135
EXAMINER'S INITIALS:

g 7/23/01

ARTICLES OF INCORPORATION
OF
NEMEX, INC.

A Florida Corporation

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

NAME

The name of this Corporation is **NEMEX, INC.** (this "Corporation") and its mailing address is 718 South Dixie Highway, West Palm Beach, Florida 33402.

ARTICLE II

NATURE OF BUSINESS

This Corporation is being formed for the following purposes:

- a. To engage in any and all lawful business or activity permitted under the laws of the United States, and the State of Florida.
- b. To generally have and exercise all powers, rights and privileges necessary and incidental to carrying out properly the purposes herein mentioned.
- c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the Corporation or which at any time appear conducive thereto or expedient.

ARTICLE III

TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which this Corporation's existence shall begin is the date on which these Articles of Incorporation are filed with the Department of State of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of Common Stock, \$0.001 par value per share (the "Common Stock").

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

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

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have one initial director. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The address of the director of this Corporation is: 718 South Dixie Highway, West Palm Beach, Florida 33402. The name of the director, who resides at that address is Andrew Lovett.

ARTICLE VII

AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

This Corporation reserves the rights to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors of this Corporation.

ARTICLE VIII

INDEMNIFICATION

This Corporation shall indemnify and may advance expenses to any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or

agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

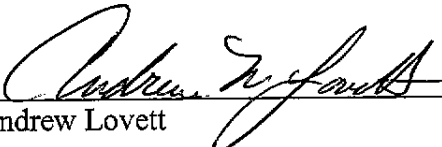
ARTICLE IX

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Andrew Lovett
718 South Dixie Highway,
West Palm Beach, Florida 33402

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 19th day of July, 2001.



Andrew Lovett

**CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON
WHOM PROCESS MAY BE SERVED**

WITNESSETH

That Nemex, Inc. desiring to organize under the laws of the State of Florida, has named Corporation Service Company as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607-0505, Florida Statutes.

Dated this 20th day of July, 2001.



BRIAN COURTNEY, ASST. V.P.

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