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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

NERO HOLDINGS, INC.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION

OF

NERO HOLDINGS, INC.

THE UNDERSIGNED, acting as an incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the Corporation shall be:

NERO HOLDINGS, INC.

ARTICLE II

This corporation shall have perpetual existence, and its corporate existence shall commence at the time of the filing of the Articles of Incorporation by the Department of State.

ARTICLE III

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

ARTICLE IV

The aggregate number of shares which this corporation shall have authority to issue is ONE HUNDRED (100) SHARES with a par value of FIVE AND NO/100 (\$5.00) DOLLARS each share.

MARCO DE LA CAL, ESQUIRE
Florida Bar No. 314587
999 Ponce de Leon Boulevard
Suite 720
Coral Gables, FL 33134
Ph: (305) 444-3800

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ARTICLE V

The street address of this corporation's initial registered office is:

**7865 N.W. 66th Street
Miami, Florida 33166**

and the name of its initial Registered Agent at such address is:

NESTOR GOMEZ

ARTICLE VI

The number of directors constituting the initial Board of Directors shall be one (1) and the name and address of the person who is to serve as member thereof are as follows:

**NESTOR GOMEZ
7865 N.W. 66th Street
Miami, Florida 33166**

ARTICLE VII

The principal office and/or mailing address of the Corporation are as follows:

**7865 N.W. 66th Street
Miami, Florida 33166**

ARTICLE VIII

The name and address of this corporation's incorporator are as follows:

**NESTOR GOMEZ
7865 N.W. 66th Street
Miami, Florida 33166**

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by a majority of the stockholders entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation this 8th day of January, 2002.


NESTOR GOMEZ

STATE OF FLORIDA)
) S.S.
COUNTY OF MIAMI-DADE)

WE HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, **NESTOR GOMEZ**, well known to be the person described in the foregoing Articles of Incorporation of **NERO HOLDINGS, INC.**, and executed the same freely and voluntarily for the purposes therein expressed.

WITNESS our hands and official seals in Coral Gables, Miami-Dade County, Florida, on this 8th day of January, 2002.



NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



Marco De La Cal
MY COMMISSION # CC835622 EXPIRES
July 1, 2003
BONDED THRU TROY FARM INSURANCE, INC.

RESIDENT AGENT CERTIFICATE

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **NERO HOLDINGS, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in Miami, Miami-Dade County, Florida, has named **NESTOR GOMEZ**, at **7865 N.W. 66th Street, Miami, Florida 33166**, as its

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agent to accept service of process within this state.


NESTOR GOMEZ

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


NESTOR GOMEZ

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