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liami, Florida 33132 TELEPHONE (305) 358-7880 FAX (305) 358-7191

February 1, 2002

Secretary of State Division of Corporations 409 E. Gaines Street Tallahassee, Florida 32399

Re: Nadlan Investments I, Inc. and Nadlan Investments II, Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of Articles of Incorporation of the above referenced corporations, together with our check in the sum of \$175.00 representing the filing and certified copy fee.

Should you have any questions, please feel free to call this office.

Very truly yours,

MANUEL DINER, P.A.

Manuel Diner, Esq.

MD/da Enclosure

corp/a-reliablesearchessectr.

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF NADLAN INVESTMENTS I, INC.

<u>ARTICLE I.</u> NAME AND ADDRESS OF CORPORATION

The name of this corporation is: NADLAN INVESTMENTS I, INC. The Corporation's principal office and mailing address is:

P.O. Box 403872 Miami Beach, Fl. 33140



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

<u>ARTICLE III.</u> <u>CAPITAL STOCK</u>

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of 7,500 shares of one class of common stock having a par value of \$1.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

<u>ARTICLE IV.</u> <u>PREEMPTIVE RIGHTS</u>

All shareholders of the Corporation shall be vested with full preemptive rights.

ARTICLE V. INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The initial Registered Agent and Registered Office of the corporation in the State of Florida shall be:

INITIAL REGISTERED AGENT:

Manuel Diner, P.A.

INITIAL REGISTERED OFFICE:

141 N.E. 3rd Avenue, Suite 601

Miami, Florida 33132

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such

status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

Manuel Diner, REGISTERED AGENT

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall consist of two Director, who shall be:

Sam Gurfinkle, P.O. Box 403872, Miami Beach, Florida 33140

Irving Kahn, 4630 Pinetree Drive, Miami Beach, Florida 33140

is:

My Commission Expires:

corp/gurfinkle/nadlan!

<u>ARTICLE VII</u> <u>INITIAL INCORPORATOR</u>

The name and address of the initial Incorporator executing these Articles of Incorporation

Manuel Diner 141 NE 3rd Avenue, Suite 601, Miami, Florida 33132

Manuel Diner, INCORPORATOR

STATE OF FLORIDA)	
COUNTY OF MIAMI-DADE) SS:	
The foregoing instrument was a Manuel Diner, who is personally knowr who did [] did not [] take an oath.	acknowledged before me this Hay of February ,2002 by a to me [4] or has produced as identification and
Caridad Ferreira MY COMMISSION # CC993519 EXPIRES March 10, 2005 BONDED THRU TROY FAIN INSURANCE, INC.	Notary Public, State of Florida
	Print Name: CARIDAD FERRITA