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Wenzel
&
Fenton

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

MATTHEW K. FENTON
STEVEN G. WENZEL *

* BOARD CERTIFIED LABOR
& EMPLOYMENT LAW

FRANKLIN EXCHANGE
633 N. FRANKLIN STREET, SUITE 500
TAMPA, FLORIDA 33602-4427

FILED

02 OCT -7 AM 10:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TELEPHONE (813) 224-0431

FACSIMILE (813) 229-8712

October 4, 2002

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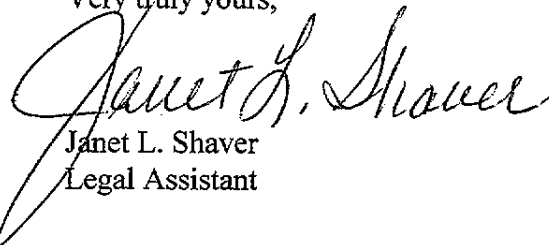
State of Florida
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Domestication of NHADA, Inc., a New York corporation

Enclosed is an original and one copy of the Certificate of Domestication and Florida Articles of Incorporation for NHADA, Inc. Also enclosed is a check for \$128.75 as you fee for filing these documents.

If you have any questions or problems with this request, please call me at (813) 224-0431 extension 6. Thank you.

Very truly yours,


Janet L. Shaver
Legal Assistant

Enclosure

CO 707-2

CERTIFICATE OF DOMESTICATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, CONNIE PARENT, shareholder of NHADA, Inc., a foreign corporation, in accordance with Florida Statutes Section 607.1801, do hereby certify:

1. This corporation was first formed on July 14, 2000. The corporation was first formed and came into being in New York. The name immediately prior to the filing of this Certificate of Domestication is NHADA, Inc., or the name of the corporation, as set forth in its Articles of Incorporation to be filed pursuant to Section 607.0202 and 607.0401 with this certificate, is NHADA, Inc.

2. The jurisdiction that constitutes the seat, siege, social principal place of business or central district of the corporation or any other equivalent thereto under applicable law immediately filing of the Certificate of Domestication was Florida.

I am Connie Parent, shareholder of NHADA, Inc. and I am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this 24 day of July 2002.


CONNIE PARENT

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**ARTICLES OF INCORPORATION
OF
NHADA, INC.**

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

NHADA, INC.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office of this corporation shall be:

3616 Commercial Way
Spring Hill, Florida 34606

and the mailing address of this corporation shall be:

3616 Commercial Way
Spring Hill, Florida 34606

ARTICLE III

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful businesses for which corporations may be incorporated under the General Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE IV

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 200 shares of common stock with no par value. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to the corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

ARTICLE V

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE VI

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 633 North Franklin St., Suite 500, Tampa, Florida 33602, and the initial registered agent of this corporation at such office shall be Steven Wenzel. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than ten (10) members, the exact number of directors to be fixed from time to time by the stockholders. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the Bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause. In the election of directors of this corporation, there shall be no cumulative voting of stock entitled to vote at such election.

ARTICLE VIII
Initial Board of Directors

The initial Board of Directors shall consist of two members, such members to hold office until their successor has been duly elected and qualified. The name and street address of the initial directors are:

Name	Address
Steven Parent	3616 Commercial Way Spring Hill, Florida 34606
Connie Parent	3616 Commercial Way Spring Hill, Florida 34606

ARTICLE IX
Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

Name	Address
Steven G. Wenzel	633 North Franklin St., Suite 500 Tampa, Florida 33602

ARTICLE X
Bylaws

(a) The power to adopt the bylaws of this corporation, to alter, amend or repeal the by-laws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors.

(b) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI
Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE XII
Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

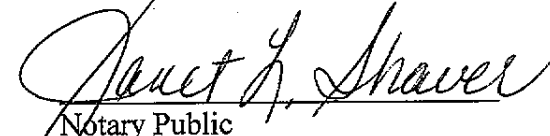
In Witness Whereof, the undersigned subscriber has executed the Articles of Incorporation this 4 day of October, 2002.


STEVEN G. WENZEL

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before me, a notary public duly authorized to take acknowledgments in the state and county set forth above, personally appeared Steven G. Wenzel, known to me and known to be the person described as the subscriber in and who executed the foregoing Articles of Incorporation, who acknowledged before me that he subscribed to said Articles of Incorporation.

Witness my hand and official seal in the county and state last said this 4 day of October, 2002.


Notary Public



ACCEPTANCE OF REGISTERED AGENT

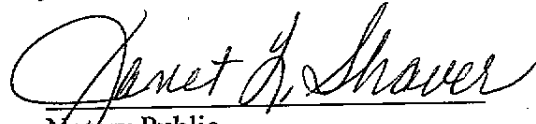
Having been named to accept service of process for NHADA, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

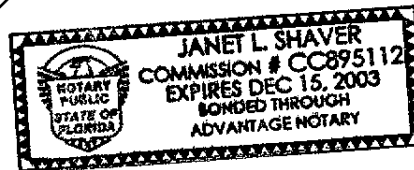

STEVEN G. WENZEL

STATE OF FLORIDA COUNTY OF HILLSBOROUGH

Before me, a notary public duly authorized to take acknowledgments in the state and county set forth above, personally appeared Steven G. Wenzel, who is personally known to me and who executed the foregoing Acceptance of Registered Agent.

Witness my hand and official seal in the county and state last said this 4th day of October, 2002.


Notary Public



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA