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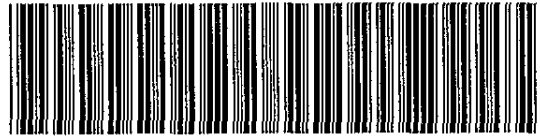
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**DAVID J. WIENER, P.A.**

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CLERK OF STATE  
TALLAHASSEE FLORIDA

DAVID J. WIENER  
BOARD CERTIFIED REAL ESTATE LAWYER  
ADMITTED TO PRACTICE IN FLORIDA  
AND NEW YORK

August 14, 2003

Secretary of State  
409 East Gaines Street  
Tallahassee, FL 32399

**VIA FEDERAL EXPRESS**

Re: NADC Holdings (2), Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of Articles of Incorporation for the above referenced company to be filed with your office. Also enclosed a check in the amount of \$78.75 to cover the cost of filing same.

I have enclosed a self-addressed stamped envelope for your convenience in returning same.

Should you have any questions concerning the foregoing, please feel free to call me.

Sincerely,



Joanne M. Capuano

/jmc  
Encl.

ARTICLES OF INCORPORATION

OF

NADC HOLDINGS (2), INC.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I -- NAME

The name of the corporation shall be NADC HOLDINGS (2), INC. The principal office and mailing address of the corporation is One North Clematis Street, Suite 305, West Palm Beach, Florida, 33401.

ARTICLE II -- DURATION

The corporation shall have perpetual existence.

ARTICLE III -- PURPOSE

The purpose of this corporation is and engaging in any activity or business permitted under the laws of the United States or of this State.

ARTICLE IV -- CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of capital stock with a par value of \$1.00 per share.

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The street address in this state of the initial registered office of the corporation is One North Clematis Street, Suite 305, West Palm Beach, Florida 33410, and the name of the initial registered agent at such address is David J. Wiener, Esq.

ARTICLE VI -- INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors are:

John W.S. Preston  
One North Clematis Street  
Suite 305  
West Palm Beach, FL 33401

Robert S. Green  
2851 John Street, Suite One  
Markham, Ontario L3R 5R7 Canada

ARTICLE VII -- INCORPORATOR

The name and address of the person signing these Articles is: David J. Wiener, Esq., David J. Wiener, P.A., One North Clematis Street, Suite 305, West Palm Beach, Florida, 33401.

IN WITNESS WHEREOF, we have made and subscribed these Articles this 14<sup>th</sup> day of August, 2003.

  
\_\_\_\_\_  
DAVID J. WIENER

STATE OF FLORIDA                     )  
  )SS.:  
COUNTY OF PALM BEACH            )

Before me personally appeared David J. Wiener, to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed and did take an oath.

WITNESS my hand and official seal this 14<sup>th</sup> day of August, 2003.



Joanne M. Capuano  
Commission #DD217355  
Expires: Jul 01, 2007  
Bonded Thru  
Atlantic Bonding Co., Inc.

  
\_\_\_\_\_  
NOTARY PUBLIC  
My Commission Expires: 7-1-07

(NOTARIAL SEAL)

\*\*\*\*\*

I HEREBY ACCEPT THE DESIGNATION AS REGISTERED AGENT AS SET FORTH  
IN THESE ARTICLES OF INCORPORATION.

  
\_\_\_\_\_  
DAVID J. WIENER

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