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TALLAHASSEE, FLORIDA

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Michael Hric, P.A.

Attorney at Law

*2801 Fruitville Road, Suite 100
Sarasota, Florida 34237-5301*

*Reply to:
Post Office Box 49823
Sarasota, Florida 34230-6823*

*Telephone (941) 954-1359
Fax (941) 953-2501*

March 11, 2004

VIA FEDERAL EXPRESS

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

RE: Neminex USA, Inc.

Dear Sir/Madam:

Enclosed, in accordance with Chapter 607, Florida Statutes, please find the original and one (1) copy of the executed Articles of Incorporation for the above-named entity for filing with your office. We have enclosed our check in the amount of One Hundred Twenty-two Dollars and 50/100 (\$122.50) to cover the following fees:

Filing Articles of Incorporation:	\$ 35.00
Certified Copy Articles of Incorporation:	52.50
Registered Agent Designation:	<u>35.00</u> \$122.50

Kindly forward to the undersigned the certified copy of the Articles of Incorporation, as filed, at your earliest convenience.

Should you have any questions, please feel free to contact our office. Thank you for your assistance in this matter.

Very truly yours,


Michael Hric

MH/rmw
Enclosures
Corporate/PW/Neminex/Div.Corp.filing.ltr.

ARTICLES OF INCORPORATION

OF

NEMINEX USA, INC.

ARTICLE I - NAME

The name of the Corporation is NEMINEX USA, INC.

ARTICLE II - EXISTENCE

This Corporation shall commence its existence on the date of the filing of these Articles and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III - NATURE OF BUSINESS

The general purposes for which this Corporation is organized are:

- (a) To purchase, acquire, hold, improve, develop, sell, convey, assign, release, mortgage, encumber, lease, subdivide and deal in real estate of every kind and nature, improved and unimproved.
- (b) To act as nominee or agent for the purpose of land acquisition, development, sales or financing.
- (c) To act as a general partner in any limited partnership created under or by the laws of the State of Florida, or any other State or government, which will engage in activities contemplated by this Article and to perform all services necessary or desirable in connection therewith, to act as nominee for the purpose of acquiring, financing and transferring real and personal property.
- (d) To buy, own, hold, sell, lease, assign, pledge or encumber any stores, businesses, corporations, plants, lands or any other properties, real, personal, intangible or mixed, or which can now or may produce any benefit or profit to this Corporation of any kind, type or nature whatsoever.
- (e) To subscribe or cause to be subscribed for, purchase or otherwise acquire, hold for investment, sell, assign, transfer, mortgage, pledge, exchange, distribute or otherwise dispose of the whole or any part of the shares of capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, notes or other evidences of indebtedness of any corporation, stock company or association now or hereafter existing, and whether created by or under the laws of the State of Florida, or otherwise, and while

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owners of any of said shares of capital stock or bonds or other real property, to exercise all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with power to designate some person for that purpose from time to time to the same extent as natural persons might or could do.

- (f) To purchase or otherwise acquire, lease, assign, mortgage, pledge or otherwise dispose of any trade names, trademarks, concessions, inventions, formulae, improvements, processes of any nature whatsoever, copyrights and Letters of Patent of The United States and of foreign countries, and to accept and grant license thereunder.
- (g) To purchase, hold, sell and re-issue the shares of its own capital stock.
- (h) To buy, lease or otherwise acquire, so far as may be permitted by law, the whole or any part of the business, good will, or assets of any person, firm, association or corporation (either foreign or domestic) engaged in a business of the same general character as that for which this Corporation is organized.
- (i) Without any particular limiting of any of the objects and powers of the Corporation to do all things hereinbefore enumerated, and also to issue or exchange stocks, bonds and other obligations in payment for property purchased or acquired by it, or for any other object in or about its business, to borrow money without limit, to mortgage or pledge its franchises, real or personal property, income and profits accruing to it, any stocks, bonds or other obligations, or any property which may be acquired by it, and to secure any bonds or other obligations by it issued or incurred.
- (j) To carry on any business whatsoever which the Corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated, directly or indirectly, to promote the interests of this Corporation or to enhance the value of its property, to conduct its business in this state, in other states, in the District of Columbia, in the territories or colonies of the United States, and in foreign countries, and to hold, purchase, mortgage and convey real and personal property, either in or out of the State of Florida, and to have and to exercise all the powers conferred by the laws of the State of Florida upon corporations formed under the Act pursuant to and under which this Corporation is formed.
- (k) To conduct and transact any and all lawful business or activity for which a corporation may be-created under the provisions of Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100,000 shares of common stock, each having a par value of One Hundredth of One Dollar (\$0.01).

ARTICLE V – INCORPORATORS

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

NAME

ADDRESS

Michael Hric

2801 Fruitville Road Suite 100
Sarasota, Florida 34237

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The street address of the corporation's initial registered office is 2801 Fruitville Road, Suite 100, Sarasota, Florida 34237, and the name of the initial registered agent of this Corporation at that address is Michael Hric. This is also the principal office and mailing address of the Corporation.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased from time to time by amendment to the Bylaws. The name and address of the initial directors are:

NAME

ADDRESS

Peter Williams

2801 Fruitville Road, Suite 100
Sarasota, Florida 34237

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal Bylaws of this Corporation shall be vested in either the Board of Directors or the shareholders; provided, however, the Board of Directors may not alter, amend or repeal any Bylaw adopted by the shareholders if the shareholders specifically provide that the Bylaw is not subject to alteration, amendment or repeal by the Board of Directors.

ARTICLE IX – INDEMNIFICATION

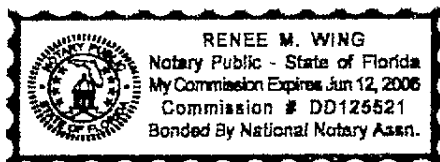
The Corporation may indemnify any officer or director, or any former officer or director, to the full extent permitted by law with any such indemnification to be provided in the Bylaws of this Corporation, as amended from time to time.

WITNESS my hand and seal, Sarasota, Florida, this 12th day of March, 2004.

Michael Hric
MICHAEL HRIC

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing Articles of Incorporation were acknowledged before me on this 12th day of March, 2004 by Michael Hric, who is personally known to me or produced --- as identification and who did not take an oath.



Renee M. Wing
NOTARY PUBLIC
Name Printed: Renee M. Wing
My Commission Expires: June 12, 2006
My commission No.: DD125521

Acceptance by Registered Agent of such designation and agreement to perform the duties of such office is attached hereto and is incorporated as an integral part of these Articles of Incorporation.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is NEMINEX USA, INC.
2. The name and address of the registered agent and office is:


Michael Hric
2801 Fruitville Road, Suite 100
Sarasota, Florida 34237

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TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.



MICHAEL HRIC



DATE

Corporation/Peter.Williams/Neminex/Art.of.Org.