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FLORIDA PROFIT CORPORATION OR P.A.

NECI ACQUISITION, INC.

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**ARTICLES OF INCORPORATION
OF
NECI ACQUISITION, INC.**

The undersigned, acting as incorporator of **NECI ACQUISITION, INC.**, under the Florida Business Corporation Act (the "Act"), adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is **NECI ACQUISITION, INC.**

**ARTICLE II
ADDRESS**

The street and mailing address of the corporation is 33 South Wood Avenue, Suite 600, Iselin, New Jersey 08830.

**ARTICLE III
DURATION**

The duration of the corporation shall be perpetual.

**ARTICLE IV
PURPOSE**

The purpose of the Corporation shall be to engage in any and all business permitted according to the laws of the United States and Florida.

**ARTICLE V
CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have the authority to issue shall consist of One Hundred Thousand (100,000) shares of common stock having a \$0.001 par value (the "Common Stock") and Fifty Thousand (50,000) shares of Preferred Stock having a \$0.001 par value (the "Preferred Stock"). The Common Stock and Preferred Stock may be issued for such consideration as may be fixed from time to time by the Board of Directors of the Corporation (the "Board"). The Board may issue such shares of Common Stock and/or Preferred Stock in one or more series, with such voting powers, designation, preferences and rights or qualifications, limitations or restrictions thereof as shall be stated in the resolution or resolutions.

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ARTICLE VI
REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office shall be 201 South Biscayne Boulevard, Suite 2000, Miami, Florida 33131 and the registered agent for the Corporation at that address shall be Harris Siskind.

ARTICLE VII
BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall initially be composed of two (2) members. The number of Directors may be increased or decreased from time to time in accordance with the terms of the Act, but shall never be less than one (1). The names and addresses of the initial members of the Board of Directors are as follows:

Joseph Donohue
33 South Wood Avenue, Suite 600
Iselin, New Jersey 08830

Robert Farrell
33 South Wood Avenue, Suite 600
Iselin, New Jersey 08830

ARTICLE VIII
BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board, except that the Board may not amend or repeal any Bylaw adopted by the shareholders if the shareholders specifically provide that the Bylaw is not subject to amendment or repeal by the Board.

ARTICLE IX
AMENDMENT TO ARTICLES

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, and all rights conferred upon shareholders herein are granted subject to this reservation.

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ARTICLE X
INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is Harris Siskind, Kirkpatrick & Lockhart LLP, 20th Floor, 201 South Biscayne Blvd., Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 27 day of August, 2004.



Harris Siskind, Incorporator


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CERTIFICATE OF ACCEPTANCE OF RESIDENT AGENT
OF
NECI ACQUISITION, INC.

Having been named to accept service of process for **NECI ACQUISITION, INC.**, at the place designated in the foregoing Articles of Incorporation, Harris Siskind agrees to act in this capacity and is familiar with and accepts the obligations provided in Section 607.0505 of the Florida Business Corporation Act.

Dated this 27 day of August, 2004.



Harris Siskind, Registered Agent

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