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Division of Corporations

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From:

Account Name : REIMER & ROSENTHAL LLP
Account Number : I20000000101
Phone : (954)384-9200
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ALLAHASSEE FLORIDA

2004 NOV 29 AM 7:54

FLORIDA PROFIT CORPORATION OR P.A.

NICEL CORP.

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**ARTICLES OF INCORPORATION
OF
NICEL CORP.**

STATE
TALLAHASSEE FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

NICEL CORP.

ARTICLE II NATURE OF BUSINESS

This corporation may engage or transact in any and all lawful activities or business permitted under the laws of the United states, the state of Florida or any other state, country, territory or nation.

ARTICLE III PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1532 Victoria Isle Way, Weston, Florida 33327

ARTICLE IV CAPITAL STOCK

The aggregate number of shares that the corporation is authorized to issue and have outstanding at any one time is 3,000 shares of common stock having \$.01 par value, of which 2,000 are voting shares and 1,000 are non-voting shares. All shares of common stock shall have identical rights, including, profits, assets and distributions in the Company, with the exception of voting rights which shall be reserved to 2,000 shares of common stock.

ARTICLES PREPARED BY:

Alex P. Rosenthal, Esq.
Reimer & Rosenthal LLP
2115 N. Commerce Parkway
Weston, Florida 33326
FLA. BAR NO. 815160

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ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Alex P. Rosenthal, Esq.
Reimer & Rosenthal LLP
2115 N. Commerce Parkway
Weston, Florida 33326

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

David Maya
1532 Victoria Isle Way
Weston, Florida 33327

The undersigned has (have) executed these Articles of Incorporation this 24th day of November, 2004.


David Maya

ARTICLES PREPARED BY:

Alex P. Rosenthal, Esq.
Reimer & Rosenthal LLP
2115 N. Commerce Parkway
Weston, Florida 33326
FLA. BAR NO. 815160

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

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

NICEL CORP.

2. The name and address of the registered agent and office is:

Alex P. Rosenthal, Esq.
Reimer & Rosenthal LLP
2115 North Commerce Parkway
Weston, Florida 33326

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ALLAHASSEE FLORIDA

SIGNATURE

David Maya

TITLE: President

DATE: November 24, 2004

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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Alex P. Rosenthal, Esq.

DATE

11/29/04

ARTICLES PREPARED BY:

Alex P. Rosenthal, Esq.
Reimer & Rosenthal LLP
2115 N. Commerce Parkway
Weston, Florida 33326
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