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To:
Division of Corporations
Fax Number : (850)205-0381

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)634-3694
Fax Number : (305)633-9696

DOMESTICATION

nace holdings, inc.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$128.75

SECRETARY
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05 DEC 30 PM 2:36

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CERTIFICATE OF DOMESTICATION

The undersigned, PAUL DAVID BODIN SECRETARY
(Name) (Title)

of NACE, S.A. a foreign corporation,
(Corporation Name)

in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was February 28 1983.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Panama.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was NACE, S.A.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is NACE Holdings, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was Panama.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am SECRETARY of NACE, INC.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 29th day of December, 2005.

Paul David Bodin
(Authorized Signature)

Filing Fee:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

INTSS (6/04)

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05 DEC 30 PM 2:36

**ARTICLES OF INCORPORATION
OF
NACE HOLDINGS, INC.**

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

**ARTICLE I
Name of Corporation**

The name of this corporation is **NACE Holdings, Inc.**

**ARTICLE II
Corporate Existence**

This corporation shall have perpetual existence.

**ARTICLE III
Purpose of Business**

The purpose of this corporation is to engage in the transaction of any and all business permitted under the laws of the United States and of this State.

**ARTICLE IV
Principal Place of Business**

The address of the principal place of business of this corporation is 1001 Brickell Bay Drive, Suite 3112, Miami, Florida 33131.

ARTICLE V
Registered Office

The address of the initial registered office of the corporation is 1001 Brickell Bay Drive, Suite 3112, Miami, Florida 33131. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VI
Registered Agent

The initial registered agent of the corporation for accepting service of process pursuant to Section 48.091, Florida Statutes, shall be SLC Corporate Services, Inc., 1001 Brickell Bay Drive, Suite 3112, Miami, Florida 33131.

ARTICLE VII
Directors

This corporation shall have not less than one (1) director. The name and address of the initial Director of this corporation is:

PAUL BODIN
2121 Ponce De Leon Blvd.
Suite 950
Coral Gables, FL 33134

The number of directors may be set from time to time by resolution adopted by a majority vote of the outstanding common shares.

ARTICLE VIII
Capital Stock

The maximum number of shares of stock in this corporation which it is authorized to have outstanding at any one time is one hundred (100) shares of Common Stock at \$1.00 par value. Each stockholder shall be entitled to one (1) vote for each share of stock owned.

ARTICLE IX
Incorporator

The name and address of the incorporator is as follows:

Hal J. Webb, Esq.
c/o Cantor & Webb P.A.
1001 Brickell Bay Drive, Suite 3112
Miami, Florida 33131

ARTICLE X
Directors' Liabilities and Rights

No contract, act or transaction of this corporation with any person or persons, firm or other corporations, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any other firm, association or corporation in which he may anywise be interested. Any director of this corporation may vote upon any contract or other

interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE XI
Amendment

These Articles of Incorporation may be amended, changed, altered, or repealed only by majority vote of the outstanding common shares.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22nd day of December, 2005.



Hal J. Webb, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing Articles of Incorporation were acknowledged before me this 22nd day of December, 2005, by Hal J. Webb, who is personally known to me and who did not take an oath.



Morayma Amaro
Notary Public, State of Florida



My Commission Expires:

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 607.0501, Florida Statutes, the following is submitted that NACE Holdings, Inc., desiring to organize or qualify under the laws of the State of Florida, has named SLC Corporate Services, Inc., whose address is 1001 Brickell Bay Drive, Suite 3112, Miami, Florida 33131, as its agent to accept service of process within Florida.



Hal J. Webb, Incorporator

Dated: December 22, 2005

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

SLC Corporate Services, Inc.

By:


Hal J. Webb, Vice President

Dated: December 22, 2005

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05 DEC 30 11 2: 36

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