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PHELPS DUNBAR TAMPA

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**NC GROUP, INC.**

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**ARTICLES OF INCORPORATION  
OF  
NC GROUP, INC.**

Pursuant to the Florida Business Corporation Act, the undersigned hereby organizes a corporation on the following terms and conditions.

**ARTICLE I**

**NAME**

The name of the Corporation shall be NC Group, Inc.

**ARTICLE II**

**COMMENCEMENT OF EXISTENCE**

Corporate existence shall commence upon the filing of these Articles by the Secretary of the State of Florida. The corporation shall have perpetual duration.

**ARTICLE III**

**PURPOSES AND POWERS**

This Corporation is organized for the purpose of engaging in all lawful businesses permitted to a corporation organized under the Florida Business Corporation Act, as in effect from time to time (the "BCA") and shall have all of the powers set forth in the BCA.

**ARTICLE IV**

**SHARES**

The Corporation is authorized to issue Ten Thousand (10,000) shares of common voting stock having a par value of \$.001 per share.

**ARTICLE V**

**NO PREEMPTIVE RIGHTS**

No holder of shares of the capital stock of any class of the Corporation shall have any preemptive or preferential right of subscription to any shares of any class of stock of the Corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the Corporation, issued or sold.

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**ARTICLE VI**  
**INDEMNIFICATION**

The Corporation shall have the power and authority to indemnify any officer, director, agent or employee of the Corporation, or any former officer, director, agent or employee of the Corporation, or any person who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another Corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by applicable law, in accordance with the Corporation's Bylaws, pursuant to an agreement authorized by the Board of Directors with such person and as otherwise permitted under the BCA, as in effect from time to time.

**ARTICLE VII**  
**INITIAL CORPORATE ADDRESS AND  
INITIAL REGISTERED OFFICE AND AGENT**

The address of the principal office of the Corporation is 7815 North Tamarind Avenue, Tampa, Florida 33614 and the mailing address of the Corporation is 7815 Tamarind Avenue, Tampa, Florida 33614. The street address of the initial registered office of this Corporation is 100 South Ashley Drive, Suite 1900, Tampa, Florida 33602 and the name of the initial Registered Agent of this Corporation at that address is Daniel G. Musca.

**ARTICLE VIII**  
**INITIAL BOARD OF DIRECTORS**

This Corporation shall have three (3) Directors initially. The number of directors may be either increased or decreased from time to time by action in accordance with the provisions of the Bylaws, however there shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

Carlton Darbyshire  
7815 North Tamarind Avenue  
Tampa, Florida 33614

Ivan Navarro  
7815 North Tamarind Avenue  
Tampa, Florida 33614

Melissa Martinez  
7815 North Tamarind Avenue  
Tampa, Florida 33614

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**ARTICLE IX****INCORPORATOR**

The name and address of the Incorporator of this Corporation is Daniel G. Musca, Esquire, Phelps Dunbar LLP, 100 South Ashley Drive, Suite 1900, Tampa, Florida 33602.

**ARTICLE X****AMENDMENT**

Unless otherwise set forth herein, the Corporation reserves the right, in accordance with the BCA, to amend, alter, modify, or repeal any provision or provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon the Shareholders is subject to this reservation.

**ARTICLE XI****PROVISIONS FOR REGULATION OF THE  
INTERNAL AFFAIRS OF THE CORPORATION**

For the regulation of the business and for the conduct of the affairs of the Corporation, to create, divide, limit, and regulate the powers of the Corporation, the Directors, and the Shareholders, provision is made as follows:

(a) General authority is hereby conferred upon the Board of Directors of the Corporation, except as the Shareholders may otherwise from time to time provide or direct, to fix the consideration for which the shares of stock of the Corporation shall be issued and disposed of and to provide when and how such consideration shall be paid.

(b) Meetings of the Incorporator, of the Shareholders, and of the Directors of the Corporation, for all purposes, may be held at any place, either inside or outside of the State of Florida.

(c) All corporate powers, including the sale, mortgage, hypothecation, and pledge of the whole or any part of the corporate property, shall be exercised by the Board of Directors, except as otherwise expressly provided by law.

(d) The Board of Directors shall have power from time to time to fix and determine and vary the amount of the working capital of the Corporation and direct and determine the use and disposition of the Corporation's funds and in its discretion the Board of Directors may, to the extent permitted by applicable law, use and apply such funds in purchasing or acquiring bonds or other obligations of the Corporation or shares of its own capital stock to such extent, in such manner and upon such terms as the Board of Directors may deem expedient.

(e) The Board of Directors shall have the power of fixing the compensation by way of salaries, bonuses, and pensions of the employees, the agents, the officers, and Directors, all or each of them, in such sum and form and amount as may seem reasonable in and by their discretion.

(f) The Board of Directors may designate from their number an executive committee which, for the time being, in the intervals between meetings of the Board and to the extent provided by the Bylaws and authorized by law, shall exercise the powers of the Board of Directors in the management of the affairs and business of the Corporation.

(g) Any one or more or all of the Directors may be removed, either with or without cause, at any time by the vote of the Shareholders and thereupon the term of each Director or Directors who shall have been so removed shall forthwith terminate and there shall be a vacancy or vacancies in the Board of Directors, to be filled as provided by the Bylaws.

(h) Any officers of the Corporation may be removed either with or without cause at any time by vote of a majority of the Board of Directors present.

(i) No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Directors or officers of this Corporation is or are interested in or is a director or officer or are directors or officers of such other corporation nor shall any contract or other transaction be affected by the fact that the Directors or officers of the Corporation are personally interested therein. Any Director or Directors, officer or officers, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of or with this Corporation or in which this Corporation is interested and no contract, act, or transaction of this Corporation with any person or persons, firm, association, or corporation shall be affected or invalidated by the fact that any Director or Directors or officer or officers of this Corporation is a party or are parties to or interested in such contract, act, or transaction or in any way connected with such person or persons, firm, association or corporation. Each and every person who may become a Director or officer of this Corporation is hereby relieved, as far as is legally permissible, from any disability which might otherwise prevent him from contracting with the Corporation for the benefit of himself or of any firm, association, or corporation in which he may be interested.

(j) The Bylaws of the Corporation may be amended or repealed and additional Bylaws added or adopted by a majority vote of the Board of Directors so long as the proposed action is not inconsistent with any Bylaws which may have been adopted at any Shareholders meeting. The Bylaws of the Corporation may be amended or repealed at any Shareholders' meeting.

IN WITNESS WHEREOF, the above-named Incorporator has hereunto subscribed his name this 9th day of March, 2006.

  
DANIEL G. MUSCA,  
Incorporator

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MAR. 9. 2006 10:00AM

PHELPS DUNBAR TAMPA

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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 SECTIONS 48.091 AND 607.0505, FLORIDA STATUTES,  
THE FOLLOWING IS SUBMITTED:

NC GROUP, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS  
OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN TAMPA,  
FLORIDA, HAS NAMED DANIEL G. MUSCA, LOCATED AT 100 SOUTH ASHLEY  
DRIVE, SUITE 1900, TAMPA, FLORIDA 33602, AS ITS AGENT TO ACCEPT SERVICE  
OF PROCESS WITHIN FLORIDA.

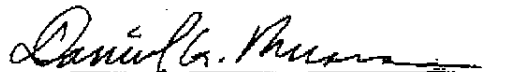


SIGNATURE: DANIEL G. MUSCA

TITLE: INCORPORATOR

DATE: March 9, 2006.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY. FURTHER, I CERTIFY THAT I AM  
FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL  
STATUTES, INCLUDING THE DUTIES AND OBLIGATIONS PROVIDED FOR IN  
SECTION 607.0505, RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF  
MY DUTIES.



SIGNATURE: DANIEL G. MUSCA

TITLE: REGISTERED AGENT

DATE: March 9, 2006.

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