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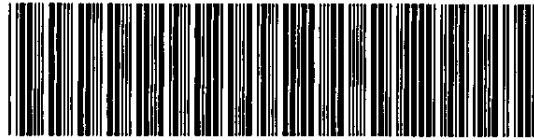
(Business Entity Name)

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2001 MAR 26 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Ch. 3-27

## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: NIV Corp.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

FROM:

Kim Boyle - buy + sell, LLP  
Name (Printed or typed)

55 EAST Ocean Blvd  
Address

Stuart FL 34994  
City, State & Zip

(772) 286-7372  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

ARTICLES OF INCORPORATION

OF

NNV CORP.

FILED  
2007 MAR 26 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I - NAME : NNV CORP.

ARTICLE II - COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation

ARTICLE III - DURATION

The duration of the Corporation is perpetual.

ARTICLE IV - PURPOSE

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which Corporations may be incorporated under the Florida Business Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE V - CAPITAL STOCK

The maximum number of shares which the Corporation is authorized to issue is 1000, all of which shall be common shares with no par value. The Corporation shall be permitted to issue fractional shares.

ARTICLE VI - CONSIDERATION FOR SHARES

Consideration for all common shares of stock in the Corporation may be determined by the Board of Directors, from time to time and in accordance with the law. The corporation shall issue 100 shares immediately to Nicholas Gannascoli, 33 shares to Vincent J. Gannascoli, and 33 shares to Nicholas Gannascoli, Jr.

#### ARTICLE VII- INITIAL REGISTERED AND PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of the Corporation is 1989 SE Federal Highway, Stuart, FL 34994 and the Mailing and Registered Office address is Guy & Yudin, LLP, 55 East Ocean Blvd., Stuart, FL 34994.

#### ARTICLE VIII- INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors is two. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The names and addresses of the initial Directors of the Corporation are as follows:

NICHOLAS GANNASCOLI  
1989 SE Federal Highway  
Stuart, FL 34994

VINCENT J. GANNASCOLI  
1989 SE Federal Highway  
Stuart, FL 34994

NICHOLAS GANNASCOLI, JR.  
1989 SE Federal Highway  
Stuart, FL 34994

#### ARTICLE IX - INCORPORATOR

The name and address of the Incorporator is as follows:

NICHOLAS GANNASCOLI  
1989 SE Federal Highway  
Stuart, FL 34994

#### ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

#### ARTICLE XI - PREEMPTIVE RIGHTS

In its discretion and from time to time, the Board of Directors may determine that any or all shareholders have preemptive rights in shares to be issued by the Board, at a price to be determined by the Board. Should the Board offer preemptive rights to any Shareholder, and in any portion of the shares of the Corporation, whenever authorized, or any obligation convertible in to shares of the corporation, the offer shall not constitute a waiver or release of the right of the Board to subsequently dispose of other portions of the shares or obligations without offering them to the Shareholders.

## ARTICLE XII - RIGHTS OF INITIAL DIRECTORS

Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

## ARTICLE XIII - TRANSFER RESTRICTIONS

Before there can be a valid transfer of any of the common shares of the Corporation by any holder thereof, such holder shall first offer said shares to the Corporation and then to the other holders of common shares in the following manner:

A. Such offering Shareholder shall deliver a notice in writing by mail or otherwise to the Secretary of the Corporation stating the price, terms, and conditions of such proposed sale or transfer, the number of shares to be sold or transferred, and his intention to so sell or transfer such shares. Within ten (10) days thereafter, the Corporation shall have the prior right to purchase such shares so offered at the price and on the terms and conditions stated in the notice; provided, however, that the Corporation shall not at any time be permitted to purchase all of its outstanding voting shares. Should the Corporation fail to purchase the shares at the expiration of the ten (10) day period, or prior thereto decline to purchase the shares, the Secretary of the Corporation shall, within five (5) days thereafter, mail or deliver to each of the other common Shareholders of record a copy of the notice given by the Shareholder to the Secretary. Such notice may be delivered to the Shareholders personally, delivered by facsimile transmission, or may be mailed to them at their last known address as such address may appear on the books of the Corporation. Within thirty (30) days after the mailing or delivering of the copies of the orders to the Shareholders, any such Shareholder or Shareholders desiring to acquire any part or all of the shares referred to in the notice shall deliver by mail, or otherwise, to the Secretary of the Corporation a written offer or offers, expressed to be acceptable immediately, to purchase a specified number of such shares at the price and on the terms stated in the notice. Each such offer shall be accompanied by the purchase price therefor with authorization to pay such price against delivery of the shares.

B. If the total number of shares specified in the offers to purchase exceeds the number of shares to be sold or transferred, each offering Shareholder shall be entitled to purchase such proportion of such shares as the number of shares of the Corporation which he holds bears to the total number of shares held by all Shareholders desiring to purchase the shares.

C. If all the shares to be sold or transferred are not disposed of under such apportionment, each Shareholder desiring to purchase shares in a number in excess of his proportionate share, as provided above, shall be entitled to purchase such proportion of those shares which remain thus undisposed of, as the total number of shares which he holds bears to the total number of shares held by all of the Shareholders desiring to purchase shares in excess of

those to which they are entitled under such apportionment.

D. If within said thirty (30) day period, the offer or offers to purchase aggregate less than the number of shares to be sold or transferred, the Shareholder desiring to sell or transfer such shares shall not be obligated to accept any such offer or offers and may dispose of all of the shares referred to in his notice to any person or persons whomsoever; provided however, that he shall not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in his notice to the Secretary of the Corporation.

E. Transfer of shares is restricted, in any event, to individuals eligible to be shareholders in an "S" corporation as defined by the Internal Revenue Service and there shall always be less than 35 shareholders.

#### ARTICLE XIV - BYLAWS

The power to adopt, alter, amend and repeal the Bylaws of the Corporation shall be vested in the Shareholders of the Corporation, who may adopt, alter, amend or repeal the Bylaws of the Corporation by majority vote of the holders of the outstanding shares.

#### ARTICLE XV "S" CORPORATION ELECTION

The Corporation hereby reserves the right to "S" Corporation Election.

#### ARTICLE XVI - SECTION 1244 ELECTION

The Corporation hereby reserves the right to Section 1244 election.

#### ARTICLE XVII - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered agent and office for the Corporation is John Yudin, Esq. of Guy & Yudin, LLP, 55 East Ocean Blvd., Stuart, FL 34994.

#### ARTICLE XVIII- AMENDMENT

Except as otherwise provided herein, the Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any rights conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on  
this 23 day of March, 2007.

  
NICHOLAS GANNASCOLI

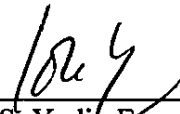
STATE OF FLORIDA )

COUNTY OF MARTIN )

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of NNV CORP.  
which is contained in the foregoing Articles of Incorporation.

DATED this 23 day of March, 2007.

  
\_\_\_\_\_  
John S. Yudin Esq.

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TALLAHASSEE, FLORIDA