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Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION

nierenberg associates p.a.

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Articles of Incorporation

Article 1: Name and Address of Corporation:

**NIERENBERG ASSOCIATES P.A.
1730 SO. FEDERAL HWY, STE #260
DELRAY BEACH, FL 33483**

Article 2: Capital Stock: The number of shares which the corporation has authorized to be outstanding at any one time is 100 shares at no par value.

Article 3: Registered Agent Name and Office:

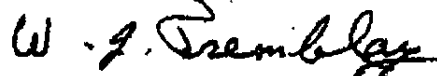
**W.J. TREMBLAY
c/o TAX HELP INC.
1730 S. FEDERAL HWY, STE #260
DELRAY BEACH, FL 33483**

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PURPOSE: IN PATIENT CARE

*I am familiar with and hereby accept the duties and responsibilities as Register Agent for said corporation.


Signature of Registered Agent

Article 4: The Board of Directors is: (Board of Directors is NOT REQUIRED).
First listed is President, Second is Vice President, then Secretary/Treasurer.

P/S/T
**RICHARD H. NIERENBERG
c/o TAX HELP INC.
1730 S. FEDERAL HWY, STE #260
DELRAY BEACH, FL 33483**

Article 5: Incorporator Name and Address:

**RICHARD H. NIERENBERG
c/o TAX HELP INC.
1730 S. FEDERAL HWY, STE #260
DELRAY BEACH, FL 33483**

In witness whereof, I have subscribed my name:


Signature of Incorporator

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