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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135- 302-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3694
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(((H95000001481))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: NILUMAN, INC.
FAX AUDIT NUMBER: H95000001481 CURRENT STATUS: REQUESTED
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2-3-95

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

FOR

NILUMAN, INC.

ARTICLE ONE
NAME

The name of this Corporation shall be:

NILUMAN, INC.

ARTICLE TWO
NATURE OF BUSINESS

This Corporation may engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE THREE
TERM OF EXISTENCE

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: February 3, 1995.

ARTICLE FOUR
MINIMUM CAPITAL

The amount of capital with which the Corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars, or such greater amount as may be required by law.

ARTICLE FIVE
NUMBER OF DIRECTORS

All Directors of this Corporation must be at least eighteen (18) years of age. The stockholders of this Corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation, provided that the Corporation shall at all times have a minimum of one (1) Director.

Richard L. Katz
2100 Ponce de Leon Blvd. # 800
Coral Gables, FL 33134
(305) 443.3303
FL. Bar No. 968936

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ARTICLE SIX CLASSES OF DIRECTORS

The Bylaws of this Corporation may provide that the Directors be divided into two or more classes whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than three (3) years, and provided further that at least one-fourth (1/4) in number of the Directors shall be elected annually.

ARTICLE SEVEN AMENDMENT

This Certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE EIGHT CAPITAL STOCK

This Corporation is authorized to issue shares of stock as follows:

- (a) Designation: The stock of this Corporation shall be known as Common Stock.
- (b) Authorized: The maximum number of shares of Common Stock that this Corporation may issue is: 1,000.
- (c) Par Value: Each share of Common Stock shall have the par value of: \$1.00.
- (d) Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.
- (e) Non-assessability: Each share of Common Stock shall be issued in exchange for consideration which is at equal to the par value thereof, and shall be fully paid and non-assessable.
- (f) Voting Rights: Each share of Common Stock shall entitle the record holder thereof to one (1) vote upon each proposal presented at meetings of the stockholders of the Corporation.
- (g) Cumulative Voting: No holder of Common Stock shall be entitled to any right of cumulative holding.

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(h) Dividends: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

(i) Liquidation Rights: Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this Corporation to receive their pro-rata share of any assets of this Corporation remaining after payment of all corporate debts and obligations.

ARTICLE NINE
PRINCIPAL OFFICES OF CORPORATION

The mailing address of the corporation shall be:

NILUMAN, INC.
5805 Blue Lagoon Drive
Suite 170
Miami, Florida 33126

ARTICLE TEN
REGISTERED OFFICE AND REGISTERED AGENT


NAME

ADDRESS

Octavio E. Mestre

Law Office of Richard L. Katz
2100 Salzedo Street, Suite 300
Coral Gables, Florida 33134

I HEREBY AGREE to act as Registered Agent for NILUMAN, INC., and I further agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of my duties.


OCTAVIO E. MESTRE
(Registered Agent)

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SUBSCRIBERS AND INITIAL DIRECTORS

The undersigned individual/s, competent to contract, execute these Articles of Incorporation as subscribers and initial directors. The undersigned individuals shall hold offices as directors until their successors have qualified, following their election or appointment.

Subscriber/Director:	Samuel Mansell
Street Address:	5805 Blue Lagoon Drive Suite 170 Miami, Florida 33126
Director:	Sara Mansell
Street Address:	5805 Blue Lagoon Drive Suite 170 Miami, Florida 33126
Director:	Samuel Mansell, Jr.
Street Address:	5805 Blue Lagoon Drive Suite 170 Miami, Florida 33126
Director:	Constantino Herrera
Street Address:	5805 Blue Lagoon Drive Suite 170 Miami, Florida 33126
Director:	Fernando Mansell
Street Address:	5805 Blue Lagoon Drive Suite 170 Miami, Florida 33126
Director:	Maria E. Mansell
Street Address:	5805 Blue Lagoon Drive Suite 170 Miami, Florida 33126

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Director: Sara B. Mansell
 Street Address: 5805 Blue Lagoon Drive
 Suite 170
 Miami, Florida 33126

Director: Alejandro Mansell
 Street Address: 5805 Blue Lagoon Drive
 Suite 170
 Miami, Florida 33126

IN WITNESS WHEREOF, the undersigned Subscriber does make, subscribe, acknowledge, and file this Certificate for the purpose of forming a corporation for profit under the laws of the State of Florida.

Dated: February 3, 1995


 SAMUEL MANSSELL, JR.
 Secretary/Treasurer

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STATE OF FLORIDA)

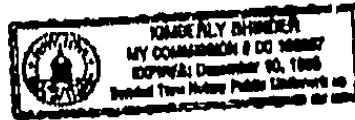
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared SAMUEL MANSELL, who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation, or produced Official Public Seal No. 968986 as identification, and he acknowledged before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, in the said County and State, this 3rd day of February, 1995.

[Signature]
NOTARY PUBLIC, State of Florida

Commission, Seal, Printed Name of Notary:



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Florida Bar No: 968986

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