

LAW OFFICES
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P95000024852
March 22, 1995

Department of State
Division of Corporations
Corporate Records Bureau
P.O. Box 6327
Tallahassee, FL 32301

500001440305
-03/27/95--01044--003
***122.50 ***122.50

Re: Nocera Designs, Inc.

Gentlemen:

Enclosed are an original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$35.00
Certified Copy	\$52.50
Registered Agent Fee	\$35.00

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Sincerely yours,

MAR 28 1995 BSB

Audrie Aguilar

AUDRIE AGUILAR
Legal Secretary for
Joseph J. Mandina, Esq.
encs

FILED
25 MAR 27 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF NOCERA DESIGNS, INC.**

FILED
95 MAR 27 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation shall be:

Nocera Designs, Inc.

ARTICLE II

This corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to issue at any time is 100 shares of one (\$1.00) DOLLARS, par value each.

ARTICLE IV

The shareholders of this corporation shall have preemptive rights to acquire unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

ARTICLE V

This corporation is to have perpetual existence.

ARTICLE VI

The principal office of this corporation shall be located at 1110 Brickell Avenue, Suite 103, Miami, FL 33131, with the corporation retaining the power of moving its office to any other address in Florida, as may from time to time be determined and authorized by its Board of Directors, with branch officers in such other cities, or countries as may from time to time be authorized by its Board of Directors.

ARTICLE VII

The initial registered office of this corporation shall be at 300 Sevilla Avenue, Suite 305, Coral Gables, FL 33134. The initial registered agent at such address shall be Joseph J. Mandina, Esq..

ARTICLE VIII

This corporation shall at all time have at least one Director who shall conduct the business of the corporation as a Board of Directors. The Stockholders of this corporation may, from time to time, and at any time, increase or decrease the size of the Board of Directors of the corporation.

ARTICLE IX

The name and address of the Members of the First Board of Directors who shall hold office until the first annual meeting of shareholders and or until their successors are elected and qualified or until their earlier resignation, removal from office, or death, are:

ANTONIO NOCERA, President
MARCO NOCERA, Vice President
GENNARO NOCERA, Secretary

ARTICLE X

The names and addresses of the subscribers are:

ANTONIO NOCERA, 1110 Brickell Avenue, Suite 103, Miami, FL 33131.
MARCO NOCERA, 1110 Brickell Avenue, Suite 103, Miami, FL 33131.
GENNARO NOCERA, 1110 Brickell Avenue, Suite 103, Miami, FL 33131.

ARTICLE XI

The By-Laws of this corporation may be created, amended, changed or replaced by either the stockholders or the Directors of the corporation at any duly scheduled Special Meeting called for that purpose.

ARTICLE XII

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledge these Articles of Incorporation this ____ day of March, 1995.

Antonio Nocera
ANTONIO NOCERA, President

Marco Nocera
MARCO NOCERA, Vice President

Gennaro Nocera
GENNARO NOCERA, Secretary

**STATE OF FLORIDA
COUNTY OF DADE**

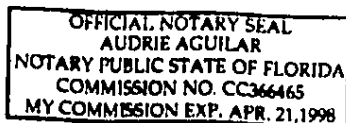
I HEREBY CERTIFY, that on this the 21st day of March, 1995, personally appeared before me, an authorized officer duly commissioned to administer oaths and take acknowledgments:

to me well known, to be the person who executed the foregoing Articles of Incorporation, and acknowledged that they signed and executed the same for the uses and purposes herein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida, the day and year above written.

Audrie Aguilar
NOTARY PUBLIC, State of Florida at Large

My Commission Expires:



**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First-That Nocera Design, Inc. desiring to organize under the laws of the State of Florida with its principal office as indicated in the articles of incorporation at City of Miami, County of Dade, State of Florida has named Joseph J. Mandina, Esq., located 300 Sevilla Avenue, Suite 305, Coral Gables, FL 33134, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply the provision of said Act relative to keeping open said office.


JOSEPH J. MANDINA, ESQ.

FILED
MAR 27 PM 2:18
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA