

((H95000003762))
TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
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MIAMI FL 33135-0-0000 127

CONTACT: RAY STORMONT
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: N.H.P., CORPORATION
FAX AUDIT NUMBER: H95000003762

CURRENT STATUS: REQUESTED
TIME REQUESTED: 15:49:29

DATE REQUESTED: 03/31/1995

CERTIFICATE OF STATUS: 0

CERTIFIED COPIES: 1

NUMBER OF PAGES: 7

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 072450003255

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

N.H.P., CORPORATION

ARTICLE I.

NAME

The Name of the Corporation is N.H.P., Corporation

ARTICLE II.

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III.

PERMITTED ACTIVITY

The Corporation shall engage in any activity of business permitted under the laws of the United States and of the State of Florida.

Prepared by:
Michael A. Bander
444 Brickell Avenue
Miami, FL 33131
MAB Bar # FL 171967
(305) 358.5800

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ARTICLE IV.

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue is 10,000 shares with par value of \$1.00.

ARTICLE V.

PREEMPTIVE RIGHTS DENIED

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VI

PRINCIPAL OFFICE

The principal office of the Corporation is: 434 Stonemont Dr., Fort Lauderdale, Florida 33326.

ARTICLE VII.

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation, Registrar Agent Service Corporation:

434 Stonemont Drive
Fort Lauderdale, Florida 33326

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ARTICLE VIII.

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The name and address of the board of directors who shall serve until the first annual meeting of shareholders or until his successors are elected and qualified shall be:

NAME

Directors:	Nora Dominguez
	Nelson Monroy
	Carlos Dominguez
	Graciola Lafae

President	Nora Dominguez
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Secretary/Treasurer	Carlos Dominguez
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ARTICLE IX

INCORPORATOR

The name and address of the incorporator is: Nelson Monroy, 434 Stonement Drive, Fort Lauderdale, Florida 33326.

ARTICLE X.

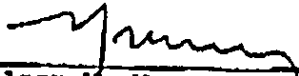
INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director,

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to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned, being the original
incorporator of the Corporation, has executed these Articles of
Incorporation this 15th day of March, 1995.



Nelson M. Monroy
Incorporator

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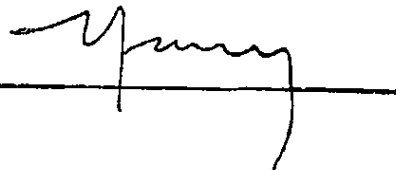
CERTIFICATE OF DESIGNATION
REGISTER AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:
N.H.P., Corporation
2. The name and address of the Registered Agent and office is:

Nelson Monroy
434 Stonemont Drive
Fort Lauderdale, Florida 33326

SIGNATURE: _____



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STATE OF FLORIDA)
COUNTY OF DADE) SS.:

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared before me NELSON M. MONROY to be the person described herein as the Incorporator, and who executed the foregoing Articles of Incorporation, and she executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 28th day of March, 1995.


NOTARY PUBLIC, State of
Florida at Large

My Commission Expires"

MARITZA A. JIMENEZ
Notary Public, State of Florida
My Commission Expires Jan. 2, 1997
Commission No. CC 248462

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