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LAW OFFICES
PAYNE, PILKEY & ASSOCIATES
1132 SOUTHEAST SECOND AVENUE
FORT LAUDERDALE, FLORIDA 33316-1000

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TELEPHONE
(305) 781-9800

TELECOPIER
(305) 780-9907

P95000048435

June 16, 1995

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

100001516531
-06/19/95--01042--007
****131.25 ****131.25

**Re: Articles of Incorporation and Certificate of Good Standing for
National Adjustment Corporation**

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for **National Adjustment Corporation**. Also enclosed is a check in the amount of \$131.25 representing filing fees, certified copy fees and certificate of good standing fee.

Please do not hesitate to contact me with any questions you may have. Thank you for your attention to this matter.

Very truly yours,



James C. Pilkey

JCP:aj
Enclosures

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6-21-95

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**ARTICLES OF INCORPORATION
OF
NATIONAL ADJUSTMENT CORPORATION**

ARTICLE I

The name of this corporation is:

NATIONAL ADJUSTMENT CORPORATION

ARTICLE II

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE III

This corporation is authorized to issue 100,000 shares of common stock, par value \$1.00 per share.

ARTICLE IV

The name and address of the initial registered agent of this corporation is:

**James C. Pilkey, Esquire
Payne, Pilkey & Associates
1132 Southeast Second Avenue
Fort Lauderdale, Florida 33316**

ARTICLE V

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time as provided in the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

**James C. Pilkey, Esquire
Payne, Pilkey & Associates
1132 Southeast Second Avenue
Fort Lauderdale, Florida 33316**

ARTICLE VI

The name and address of the incorporator of this corporation is:

**James C. Pilkey, Esquire
Payne, Pilkey & Associates
1132 Southeast Second Avenue
Fort Lauderdale, Florida 33316**

ARTICLE VII

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

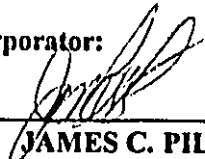
ARTICLE VIII

The principal office of the corporation is:

**20803 Biscayne Boulevard
Miami, Florida 33180**

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of
Incorporation this 16th day of JUNE, 1995.

Incorporator:



JAMES C. PILKEY

STATE OF FLORIDA)
)ss
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me the ____ day of _____, 1995,
by **JAMES C. PILKEY** who is personally known to me or who has produced
_____ as identification.

NOTARY PUBLIC:

Sign _____

Print _____

State of Florida at Large
(Seal)

My commission expires:

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation, and to comply with the provisions of §48.091 Florida Statutes.



JAMES C. PILKEY