

MANUEL ZAIAC
ATTORNEY AT LAW

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August 3, 1995

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

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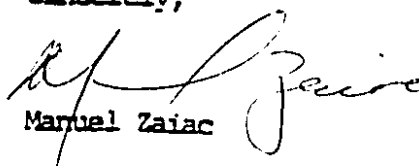
Gentlemen:

Enclosed is original and one copy of Articles of Incorporation of
N.C. ENTERPRISES, INC.

Also enclosed is a check in the sum of \$122.50 to cover charter tax,
filing fee, certified copy and resident agent's fee.

Thank you for your attention to this matter.

Sincerely,


Manuel Zaiac

MZ:Ada

encs.

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ARTICLES OF INCORPORATION
OF

N.C. ENTERPRISES, INC.

Article I - Name

The name of this corporation is:

N.C. ENTERPRISES, INC.

Article II - Duration

The existence of this corporation shall be perpetual.

Article III - Purpose

Buy and sell, import and export, retail and wholesale
all types of merchandise.

and for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 5,000 shares
of One 00/100 Dollar (\$ 1.00) par value common
stock.

Article V - Preferences, Limitations and
Relative Rights of Shares of Capital Stock

Section 1. Rights upon Liquidation or Dissolution.

The assets of this corporation shall be payable to and distributed
ratably among the holders of record of the Common Shares.

Section 2. Voting Rights.

Except as otherwise provided by law, the entire voting power for
the election of directors and for all other purposes shall be vested exclusive-
ly in the holders of the outstanding Common Shares.

Article VI - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of
this corporation of the same kind, class or series as that which he already

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CLERK OF SUPERIOR COURT
N.C. ENTERPRISES, INC.

holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VII - Initial Registered Office and Agent

The street address of the initial registered office and the principal office of this corporation is: 7875 N.W. 12th St
Suite 104
Miami Fla 33126

and the name of the initial registered ^{resident} ~~agent~~ of this corporation at that address is: Pura Valdés

Article VIII - Initial Board of Directors

This corporation shall have two director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than two. The name (s) and address(es) of the initial director(s) of this corporation is (are):

Leo Kreps
7875 N.W. 12th St
Suite 104
Miami Fla 33126

Pura Valdés
7875 N.W. 12th St
Suite 104
Miami, Fla 33126

Article IX - Incorporator

The name and address of the person signing these articles is:

Leo Kreps
7875 N.W. 12th St
Suite 104
Miami Fla 33126

Article X - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

Article XI - Approval of Shareholders Required for Merger

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

Article XII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article XIII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation

IN WITNESS WHEREOF, the undersigned subscriber has executed
these articles of incorporation this 3rd day of August 1995.

LEO KREPS
Subscriber

STATE OF FLORIDA)
COUNTY OF DADE) SS

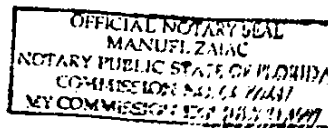
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared

Leo Kreps

personally known to me and known by me to be the person who executed the foregoing articles of incorporation, and who acknowledged before me that he executed those articles of incorporation and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 3rd day of August 1995.

MANUEL ZAIAC



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA. NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST--THAT N.C. ENTERPRISES, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,
WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI
(CITY)

STATE OF FLORIDA HAS NAMED PURA VALDES
(STATE) (NAME OF RESIDENT AGENT)

LOCATED AT 7875 N.W. 12th Street, Suite 104
(STREET ADDRESS AND NUMBER OF BUILDING,
POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
(CITY)

SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE
LEO KREPS

Leo Kreps
(CORPORATE OFFICER)

TITLE President

DATE August 3, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY, I HEREBY AM FAMILIAR WITH AND ACCEPT THE
DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION
AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE
TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE
PURA VALDES

Pura Valdes
(RESIDENT AGENT)

DATE August 3, 1995

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