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1. ((H95000009746)) 2. PUBLIC ACCESS SYSTEM  
3. ELECTRONIC FILING COVER SHEET  
4. : DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY  
5. DEPARTMENT OF STATE 1492 W. FLAGLER ST  
6. STATE OF FLORIDA SUITE 200  
7. 409 EAST GAINES STREET MIAMI FL 33135- 02- 8-0000  
8. TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT  
9. FAX: (904) 922-4000 PHONE: (305) 541-3694  
10. ((H95000009746))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
11. NAME: NCB INCENTIVES AND GROUPS, INC.  
12. FAX AUDIT NUMBER: H95000009746 CURRENT STATUS: REQUESTED  
13. DATE REQUESTED: 09/01/1996 TIME REQUESTED: 10:37:04  
14. CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0  
15. NUMBER OF PAGES: 7 METHOD OF DELIVERY: FAX  
16. ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255  
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SECRETARIAL STATE  
TALLAHASSEE, FLORIDA

7/9/1996

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(6)

ARTICLES OF INCORPORATION  
OF  
NCB INCENTIVES AND GROUPS, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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I.

The name of the corporation is:

NCB INCENTIVES AND GROUPS, INC.

II.

The term for which this corporation shall exist shall be perpetual.

The general nature of the business or businesses to be transacted by said corporation shall be as follows:

Marketing and sales for the hospitality and travel industry.

To purchase, acquire, hold, improve, sell, convey, assign, lease, mortgage, encumber, hire and deal in real and personal property of every name and nature.

To buy, lease, build, erect, equip, operate, maintain, repair and sell homes, apartment houses, residence buildings, office buildings and stores of all kinds and nature or any portion thereof.

To purchase, acquire, hold, sell, assign and transfer, mortgage, pledge and otherwise dispose of the shares of stock, bonds, debentures or other evidences of indebtedness of any corporation, domestic or foreign, and while the owner thereof, to exercise all the rights and privileges of ownership, including the right to vote thereof, and to issue in exchange therefor its own stock, bonds and other obligations.

To own, lease, rent, operate and manage hotels, apartment houses, restaurants, taverns, bars, drug stores, barber shops, garages for motor vehicles, manufacturing plants, distribution and assembly plants, laundry and dry cleaning services, newsstands, dance halls, theatres and other places of public entertainment.

PAUL L SCHERMAN, ESQ.  
INSTRUMENT PREPARED: 1840 West 40th Street  
Suite 510  
MALEAH, FLORIDA 33012

PLA. BUL NO: 249777  
305-825-2030

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To own, lease, use, experiment in buy, sell and develop patents and patent rights of all kinds and for items, objects, products, mechanisms and goods, and to enter into contracts for the purchase, sale, disposition and traffic in same, both as principal and as agent.

To buy, sell trade, manufacture, assemble, and deal in and with goods, wares and merchandise of every kind and nature; to carry on such business as wholesalers, retailers, importers and exporters, to acquire all such merchandise, supplies, materials and other articles as shall be necessary or incidental to such business.

That of engaging in and carrying on the general contracting, construction, repair and maintenance business; the building and erection for itself or for others of any and all structures of any kind and character or any portion of any structure; the manufacturing of any and all products for use in building and construction of every kind and character; and to engage in and carry on any or either of the businesses, and have, exercise and enjoy the powers and privileges granted to corporations for profit by Chapter 606, Florida Statutes 1975, as amended.

To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes, of the attainment of any of the objects or for the furtherance of the powers herein set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things, firms or individuals, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part thereof; provided, that the same be not inconsistent with the law under which this corporation is organized.

### III.

The corporation is authorized to issue 100 shares of \$5.00 par value common stock, which shares shall be designated "COMMON STOCK".

### IV.

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

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## V.

The street address of the initial registered office and principal place of business of this corporation is:

1840 West 49th Street  
Suite #510  
Hialeah, Florida 33012

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

PAUL I. SCHERMAN, P.A.

## VI.

This corporation shall have as directors initially those persons who are designated in this Article below. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than One (1) nor more than Five (5). The name (s) and address(es) of the initial director(s) of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Norma Bondy Lieberman	Villas Del Mar West Apartment #3D Isla Verde, Puerto Rico 00979
Paul I. Scherman	1840 West 49th Street, #510 Hialeah, Florida 33012

## VII.

The names and addresses of the officers who are to conduct the business of this corporation until those elected at the first election are as follows:

PRESIDENT:	Norma Bondy Lieberman
VICE-PRESIDENT:	Paul I. Scherman

## VIII.

The name and address of the incorporator(s) signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
Paul I. Scherman	1840 West 49th Street, #510 Hialeah, Florida 33012

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IX.

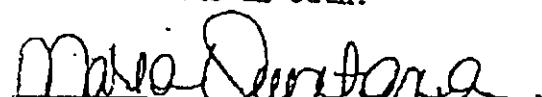
If, at any time, any of the stockholders desire to sell their stock, said stockholder or stockholders shall first offer it, in writing, to the Board of Directors, stating prices and terms, and give the Board of Directors thirty (30) days in which to place it with the stockholders. At the expiration of thirty (30) days, if no stockholder has purchased and settled for same, said stockholder or stockholders shall have the right to sell to whomever will purchase for the same sum and prices for which it was offered to the Board of Directors.

IN WITNESS WHEREFORE, the undersigned incorporator has executed these Articles of Incorporation, this 31 day of August, 1995.

  
PAUL I. SCHERMAN, P.A.

STATE OF FLORIDA )  
ss:  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 181 day of Sept., 1995 by PAUL I. SCHERMAN who is personally known to me or who has produced a Florida Drivers License as identification and who did take an oath.

  
NOTARY PUBLIC, State of Florida  
at Large

My Commission Expires:

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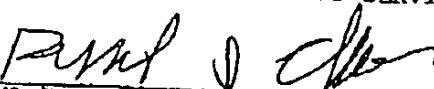
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OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE

IN COMPLIANCE WITH SECTION 49.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--NCP INCENTIVES AND GROUPS, INC.  
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF HIALEAH, STATE OF FLORIDA, HAS NAMED PAUL I. SCHERMAN LOCATED AT 1840 WEST 49TH STREET, HIALEAH, FLORIDA 33012 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

  
PAUL I. SCHERMAN

TITLE: VICE-PRESIDENT

DATE: 8/31/95

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, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

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FILED  
SECRETARY OF STATE  
FLORIDA  
TALLAHASSEE

  
PAUL I. SCHERMAN  
REGISTERED AGENT

DATE: 8/31/95