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LOUISIANA DIVISION OF CORPORATIONS

12:19 AM

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

FROM: ROBERT W. ALLEN, JR., P.A.

601 BRICKELL KEY DR
SUITE 805

MIAMI FL 33131-0000-

CONTACT: RICK BAJANDAS

PHONE: (305) 372-3300

FAX: (305) 379-7018

((H96000000186)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: THE NEW N.F., INC.

FAX AUDIT NUMBER: H96000000186

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/04/1996

TIME REQUESTED: 12:19:40

CERTIFIED COPIES: 0

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56 JAN -4 PM 4:30
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TALLAHASSEE, FLORIDA

SECTION OF CORPORATIONS

56 JAN -4 PM 3:26

RECEIVED

FILED
96 JAN -4 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAX AUDIT NUMBER H96000000186

**ARTICLES OF INCORPORATION
OF
THE NEW N.F., INC.**

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is *THE NEW N.F., INC.* (the "Corporation").

ARTICLE II

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE III

The Corporation is authorized to issue Ten Thousand (10,000) shares of common stock, with a par value of \$1.00 per share.

ARTICLE IV

The address of the principal office of the Corporation, and its mailing address, is 601 Brickell Key Drive, Suite 805, Miami, Florida 33131.

ARTICLE V

The street address of the Corporation's initial registered office is 601 Brickell Key Drive, Suite 805, Miami, Florida 33131 the name of the initial registered agent at such office is the law office of Allen & Galego.

Preparer:
Ricardo Bajandas
Allen & Galego (see fictitious name filing for registered agent)**
Attorneys at Law
601 Brickell Key Drive, Suite 805
Miami, Florida 33131
Ph. (305) 372-3300
FL BAR NO. 0987750

FAX AUDIT NUMBER H96000000186

FAX AUDIT NUMBER H96000000186**ARTICLE VI**

The Corporation shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the Corporation, or any person who is or was serving at the request of the Corporation as a director or officer of another corporation, no employee or agent of the Corporation may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE VII

The name and address of the incorporator of the Corporation is *Ricardo Bajandas, Allen & Galego, 601 Brickell Key Drive, Suite 805, Miami, Florida 33131.*

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of the 4th day of January, 1996.



Ricardo Bajandas
Incorporator**FAX AUDIT NUMBER H96000000186**

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for THE NEW N.F., INC., at the place designated in the change of registered agent form: (i) I agree to act in this capacity; (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

Dated as of the 4th day of January, 1996.

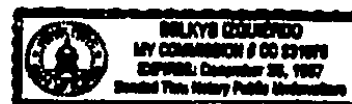
Allen & Galego

BY: Nora GalegoNora Galego
Vice-President

4th The foregoing instrument was acknowledged before me on this day of January, 1996 by Nora Galego to me personally known and who have taken the oath.

Belkys Izquierdo
Notary Public, State of Florida
BELKYS TZQUIERDO
(Print Name)
My Commission Expires: _____

Dated as of the 4th day of January, 1996.



FAX AUDIT NUMBER H96000000186

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7/02/96

FLORIDA DIVISION OF CORPORATIONS

11:05 AM

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((H96000009173))

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TO: DIVISION OF CORPORATIONS

FROM: ROBERT N. ALLEN, JR., P.A.

DEPARTMENT OF STATE

601 BRICKELL KEY DR

STATE OF FLORIDA

SUITE 805

409 EAST GAINES STREET

MIAMI FL 33131-0000

TALLAHASSEE, FL 32399

CONTACT: RICK BAJANDAS

FAX: (904) 922-4000

PHONE: (305) 372-3300

FAX: (305) 379-7018

((H96000009173))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: THE NEW N.F., INC.

FAX AUDIT NUMBER: H96000009173

CURRENT STATUS: REQUESTED

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TALLAHASSEE, FLORIDA

C. G. Jones ✓
Lund
R96-1825

RECEIVED
96 JUL -2 PM 1:02
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 15, 1996

RICK BAYANDAS
ROBERT M. ALLEN, JR., P.A.
601 BRICKELL KEY DR., SUITE 805
MIAMI, FL 33131

The name **NATIONAL FINDINGS, INC.** has been reserved for 120 days beginning April 10, 1996. The reservation number is R96000001605 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Jerri Weinmann

Letter number: 996A00016380

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96 JUL -2 PM 3:40

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
THE NEW N.F., INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, The New N.F., Inc., a Florida Corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

Amendment

The Corporation's Articles of Incorporation are amended by deleting the existing Article I and inserting the following in its stead:

ARTICLE I

The name of the corporation is *National Findings, Inc.* (the "Corporation").

Date of Adoption


The amendment was adopted on the 15th day of May, 1996.

Manner of Adoption

The amendment was adopted pursuant to prior recommendation by the Corporation's Board of Directors and duly approved by its shareholders in accordance with Section 607.1003 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned Director has executed these Articles of Amendment on this 15th day of May, 1996.

DIRECTOR'S SIGNATURES:



Roberto de Ojeda, President
& Chairman of the Board of
Directors

Preparer:

Ricardo Bajandas
Allen & Galego **(fictitious name filed for registered agent)**
601 Brickell Key Drive, Suite 805
Miami, Florida 33131
Ph. (305) 372-3300
FL BAR NO. 0987750

FAX AUDIT NUMBER H96000009173