

P96000007097

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

(904) 385-6735

(City, State, Zip)

(Phone #)

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 -0123796--01074--027
 ***122.50 ***122.50

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Micor Group, Inc.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

RECEIVED
 96 JAN 23 PM 3:16
 DIVISION OF CORPORATION

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials JL
 1/23/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

96 JAN 23 PM 3:48

ARTICLE I - NAME

The name of this corporation is Nicor Group, Inc.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be:
225 Wireless Blvd.
Hauppauge, New York 11788

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 200 shares of no par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3732 N.W. 16th Street, Fort Lauderdale, Florida 33311 and the name of the initial registered agent of this corporation at that address is Filings, Inc., a Florida corporation.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the initial Director is:

Nicholas Trentacouste
7178 Melbourne Lane, Boca Raton, Florida 33432

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Filings, Inc., a Florida Corporation
3732 N.W. 16th Street
Fort Lauderdale, Florida 33311

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation 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.

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision 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 Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: January 23, 1996

Filings, Inc.
by Teresa Roman, Vice-President

Teresa Roman
Incorporator

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DIVISION OF CORPORATIONS

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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 607.0501, Florida Statutes, the following is submitted:

First that Nicor Group, Inc. , desiring to organize or qualify under the laws of the State of Florida, has named Filings, Inc., a Florida corporation, located at 3732 N.W. 16th Street, Fort Lauderdale, Florida, as its agent to accept service of process within Florida.

Dated: January 23, 1996

Teresa Roman
Teresa Roman, Incorporator

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 further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: January 23, 1996

Filings, Inc.
by Teresa Roman, Vice-President

Teresa Roman

P 9600000 7097

STEIN AND STEIN

ATTORNEYS AT LAW, P.C.

MELVYN I. STEIN, NY & FL.

SYDNEY M. STEIN
OF COUNSEL

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MINEOLA, NEW YORK 11501-4240
(516) 739-1200
FAX (516) 873-9108

FLORIDA OFFICE
21301 POWERLINE ROAD, SUITE 309
BOCA RATON, FLORIDA 33433
(407) 487-1880

May 21, 1996

Division of Corporations
P.O. Box 6327
Tallahassee, Fl 32314

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*****35.00 *****35.00

RE: Incorporation of Nicor Group, Inc.

Gentlemen:

With reference to the above captioned matter please be advised as follows:

Enclosed you will find Articles of Amendment of Nicor Group, Inc. We would ask you to file the enclosed Articles of Amendment. We would further request that you acknowledgment receipt and filing on the duplicate original of the enclosed Articles and then return that duplicate original together with a filing receipt in the provided self-addressed stamped envelope.

You will also find enclosed a check drawn on our attorneys account payable to the Division of Corporations of the State of Florida in the amount of \$35.00 constituting the appropriate fee for the service requested. Thank you.

Very truly yours,

STEIN and STEIN
Attorneys at Law, P.C.

Melvyn I. Stein
Melvyn I. Stein

MIS:la
encs.

AMEND
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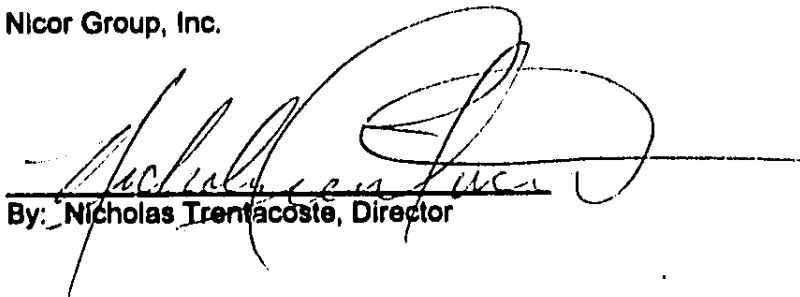
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96 MAY 24 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Amendment
Of
Nicor Group, Inc.**

1. The name of the Corporation is Nicor Group, Inc.
2. Article II of the Articles of incorporation of the Corporation is hereby amended to change the principal address of the Corporation to 1860 North Pine Island Road, Suite 111 & 112, Plantation, Florida 33322.
3. The foregoing amendment was adopted by the Director before the issuance of any shares of the Corporation on the 23rd day of January, 1996, pursuant to Section 607.187 (2), Florida Statutes.

IN WITNESS WHEREOF, the undersigned Director of the Corporation has executed these Articles of Amendment this 17th day of April, 1996.

Nicor Group, Inc.


By: Nicholas Trentacoste, Director

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA