

P960000 29474

TERRY J. FORMAN

1801 S.W. LEJUNE ROAD

P.O. Box 14-1100

CONAL GABLES, FL 33114-1100

TERRY J. FORMAN

TELEPHONE (305) 443-7000
FACSIMILE (305) 443-0110

March 28, 1996

EFFECTIVE DATE

March 28, 1996

Department of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32399

VIA FEDERAL EXPRESS # 8830961565

RE: NIFI Corp.

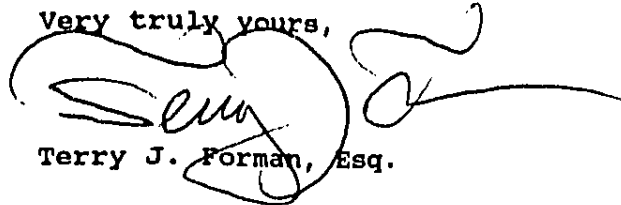
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***122.50 ***122.50

Dear Sir or Madam,

Enclosed for you attention are the Articles of Incorporation for the above named corporation, together with my check in the amount of \$122.50, for filing fees.

Thank you for your prompt attention.

Very truly yours,



Terry J. Forman, Esq.

Encl.
TJF:wp

FILED
95 MAR 29 18:11:53
FBI - TAMPA

63 4/4/96

ARTICLES OF INCORPORATION

OF

NIFI CORP.

25 MAR 29 11:53

ARTICLE I.

The name of this Corporation is:

NIFI Corp.

EFFECTIVE DATE:
March 28, 1996

ARTICLE II.

This Corporation shall exist in perpetuity commencing March 28, 1996.

ARTICLE III.

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV.

This Corporation is authorized to issue 1,500 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V.

SECTION I.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

SECTION II.: 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 exclusively 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 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.

The street address of the principal place of business of this Corporation is:

1501 S.W. Lejeune Road
Coral Gables, Florida 33134

and the name and address of the initial registered office and agent of this Corporation is:

TERRY J. FORMAN
1521 S.W. LeJeune Road
Coral Gables, Florida 33134

ARTICLE VIII.

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

DIRECTOR

Nily Falic
1501 S.W. Lejeune Road
Coral Gables, Florida 33134

ARTICLE IX.

The names and addresses of the initial officers of this corporation shall be as follows:

PRESIDENT / Secretary

Nily Falic
1501 S.W. Lejeune Road
Coral Gables, Florida 33134

ARTICLE XI.

The name and address of the incorporator who is signing these Articles of Incorporation is:

TERRY J. FORMAN
1521 S.W. LeJeune Road
Coral Gables, Florida 33134

ARTICLE XI.

AMENDMENT:

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, 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 28 day of March, 1996.


TERRY J. FORMAN, Subscriber


STATE OF FLORIDA }
COUNTY OF DADE }

BEFORE ME, the undersigned authority, personally appeared Terry J. Forman, who is personally known to me, and who being first duly sworn deposes and states on oath that he executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 28 day of March, 1996, in the County and State aforesaid.



"OFFICIAL SEAL"
Andrew S. Parker
My Commission Expires 1/7/2000
Commission #CC522969


Andrew S. Parker
Notary Public, State of Florida
at Large
Commission # CC522969
Expiration Date: 1/7/00

**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 and 607.0501(3), Florida Statutes, the following is submitted:

First that NIFI CORP., desiring to organize or qualify under the laws of the state of Florida, with its principal place of business at 1501 S.W. LeJeune Road, Coral Gables, Florida 33134, has named TERRY J. FORMAN, whose address is 1521 S.W. LeJeune Road, Coral Gables, Florida 33134, as its agent to accept service of process within Florida.

DATED: March 28, 1996

BY: 

Terry J. Forman, Subscriber

Having been named to accept service of process for NIFI CORP., at the place designated in this certificate, I hereby agree to act in this capacity, and I am familiar with and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: March 28, 1996

BY: 

Terry J. Forman

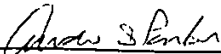
STATE OF FLORIDA }
COUNTY OF DADE }

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"OFFICIAL SEAL"
Andrew S. Parker
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