

01/07/1994

305-672-9110

CORP CREATIONS

PAGE 01

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

FROM: CORPORATE RELATIONS INTERNATIONAL, INC.
SUITE 312
MIAMI BEACH FL 33139-0000
CONTACT: JOHNNY C RODRIGUEZ
PHONE: (305) 672-0606
FAX: (305) 672-9110

((CH96000007833)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: NATIONAL MANAGEMENT ADVISORS INC.

FAX AUDIT NUMBER: H96000007833

CURRENT STATUS: REQUESTED

DATE REQUESTED: 06/04/1996

TIME REQUESTED: 17:10:10

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 1

NUMBER OF PAGES: 06

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$78.75

ACCOUNT NUMBER: 073171003004

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((CH96000007833)))

** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:

Ok per B&E 51
**** NOTE:** *client has advised & we have advised that all with L.C. on file with same name.*

The name of this corp. is the same as that of an existing Limited Liab. company whose owner and the same and whose address is also the same as this corp. Attached are printouts showing this.

MR. Gerhardt spoke with someone at the state who told him this would not be a problem - please call me if there is a problem. Thank you.

RECEIVED

FILED

26 JUL 5 4 19 96
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JUN -5 AM 8:00

H96000007633

**Articles of Incorporation
of
National Management Advisors Inc.**

Article I. Name

The name of this Florida corporation is:
National Management Advisors Inc.

Article II. Address

The mailing address of the Corporation is:
National Management Advisors Inc.
75 NE 6th Avenue, Suite 218-A
Delray Beach FL 33483

Article III. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Robert E. Gerhardt
75 NE 6th Avenue, Suite 218-A
Delray Beach FL 33483

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

FILED
96 JAN -5 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
1/19/94

H96000007833

The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Robert E. Gerhardt

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective June 4, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on June 4, 1996

Corporate Creations International Inc.

By: 
Johnny Q. Rodriguez Vice President

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629
(305) 672-0886

H96000007833

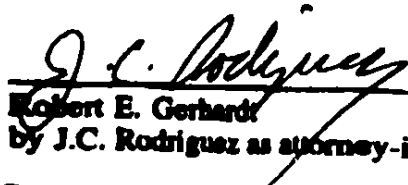
H96000007833

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:
National Management Advisors Inc.

REGISTERED AGENT:
Robert E. Gerhardt
75 NE 6th Avenue, Suite 218-A
Delray Beach FL 33483

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Robert E. Gerhardt
by J.C. Rodriguez as attorney-in-fact

Date: 6/4/96

FILED
96 JUN -5 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporation: ons International Inc.
401 Ocean Drive - Suite 312 - Door Code #125
Miami Beach, FL 33139-6629
(305) 672-0688

H96000007833