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A Partnership which includes Professional Associations

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FILED

96 JUN -3 PM 12:42

SECRET
TALLAHASSEE, FLORIDA

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May 31, 1996

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: Nicadoo Corporation

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for Nicadoo Corporation, and a check in the amount of \$131.25 covering the fees for filing, a certified copy of the Articles, and a Certificate.

If you have any questions about this matter, please contact me.

Sincerely,

W. Morgan Speer

W. Morgan Speer

WMS/rkg
Enclosures

24
6-6-96

ARTICLES OF INCORPORATION
OF
NICADOO CORPORATION

FILED
96 JUN -3 PM 12:42
SECRET DATE
TALLAHASSEE, FLORIDA

The undersigned, acting as an incorporator of a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation shall be Nicadoo Corporation. The mailing address of the corporation shall be 440 Royal Palm Way, Suite 200, Palm Beach, Florida 33480.

ARTICLE II

The general nature of this business to be transacted is:

(a) To buy, sell, lease, rent, manufacture, produce and generally trade in, store, carry and transport all kinds of equipment, goods, wares, merchandise, provisions and supplies;

(b) To acquire by purchase or otherwise, own, hold, buy, sell, convey, lease, mortgage or encumber real estate or other property, personal or mixed;

(c) To exercise and enjoy all the rights, powers and privileges incident to corporations for profit, organized and existing by virtue of the laws and Constitution of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of common stock having a nominal or par value of ONE DOLLAR (\$1.00) per share.

All stock, when issued, shall be fully paid, and non-assessable. The entire capital stock, or any portion thereof, may be paid for in cash, property, labor or services, for a consideration having a value in the judgment of the Board of Directors of the corporation, at least equivalent to the full value of the stock issue.

ARTICLE IV

The term of existence of this corporation is perpetual.

ARTICLE V

The name and address of the incorporator is:

L. Frank Chopin, Esquire
Chopin, Miller & Yudenfreund
440 Royal Palm Way, Suite 200
Palm Beach, Florida 33480

ARTICLE VI

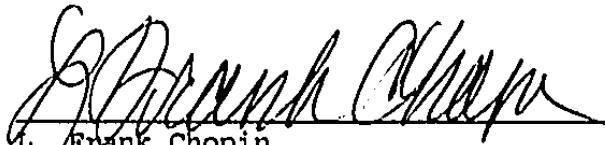
The street address of the corporation's initial registered office and name of its initial registered agent at such address is as follows:

L. Frank Chopin, Esquire
Chopin, Miller & Yudenfreund
440 Royal Palm Way, Suite 200
Palm Beach, Florida 33480

ARTICLE VII

These Articles of Incorporation may be amended in the manner provided by Florida law.

3/19 WITNESS the hand and seal of the said incorporator this
day of May, 1996.

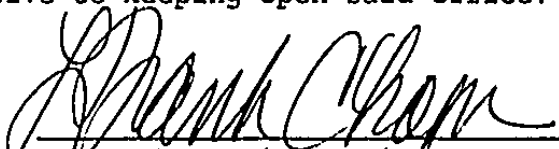

L. Frank Chopin

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

FILED
TALLAHASSEE, FLORIDA
JAN -3 PM 12:42

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act: That Nicadoo Corporation, desiring to organize under the laws of the State of Florida with its principal office in the County of Palm Beach, State of Florida, has named L. Frank Chopin, Attorney at Law, located at 440 Royal Palm Way, Palm Beach, Florida 33480, as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation, at a place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


L. Frank Chopin, Registered Agent