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8200 BLUE LAGOON DRIVE
SUITE 430
MIAMI, FLORIDA 33186

TELEPHONE (305) 264-9611
TELECOMMER (305) 264-4994

May 30, 1996

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

700001848987
-06/04/96--01012--010
***122.50 ***122.50

In Re: NACQIA OF FLORIDA, INC.

Dear Sir:

Enclosed please find original and one copy of the Articles of Incorporation of Nacoia of Florida, Inc. to be filed with the Department of State and a check in the amount of \$122.50 to cover filing fees. Please return to us a certified copy.

Thank you for your cooperation.

Very truly yours,

Maggie Fernandez
Maggie Fernandez
Secretary to William C. Bell

mf
Enc.

6/6/96
TB

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96 JUN -3 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
NACOIA OF FLORIDA, INC.

5/29/96

The undersigned, acting as incorporator of NACOIA OF FLORIDA, INC. under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is NACOIA OF FLORIDA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE III. PURPOSE

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act of General Corporation Law of Florida.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 7,500 shares of common stock having a par value of \$1.00 per share. The

consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of the corporation is 5200 Blue Lagoon Drive, Suite 430, Miami, Florida 33126, and the name of the corporation's initial registered agent at that address is William G. Bell.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial director are:

<u>Name</u>	<u>Address</u>
William G. Bell	5200 Blue Lagoon Drive, Suite 430 Miami, Florida 33126

ARTICLE VII. INCORPORATOR

<u>Name</u>	<u>Address</u>
William G. Bell	5200 Blue Lagoon Drive, Suite 430 Miami, Florida 33126

The incorporator of the corporation assigns to this corporation his rights under Section 607.161, Florida Statutes, to constitute a

STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this
day of May, 1996, by William G. Bell.

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CLERK OF STATE
TREASURY, FLORIDA

Notary Public, State of Florida
at Large

My commission expires:

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for NACOIA OF FLORIDA,
INC. in the foregoing Articles of Incorporation, hereby
agree to accept service of process for said Corporation and to
comply with any and all Statutes relative to the complete and
proper performance of the duties of registered agent.



WILLIAM G. BELL

corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

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TALLAHASSEE, FLORIDA

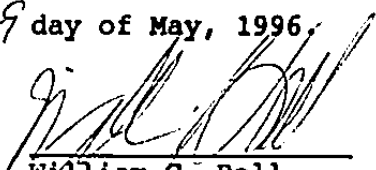
ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29 day of May, 1996.


William G. Bell