

P96100063653

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 222-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

Wep 15811
\$62

RECEIVED JUL 30 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	7/24		
TIME	3:00		CK No. _____
BY	DD		

WALK-IN
Will Pick Up _____

RE: NC TL Tnc

	O.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S.		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		

SUBTOTALS _____

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

July 29, 1996

CAP CONN

TALL, FL 32301

SUBJECT: NC II INC.
Ref. Number: W96000015811

FILED
95 JUL 30 PM 1:24
TALLAHASSEE, FLORIDA

We have received your document for NC II INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 296A00036320

Corrected
95 JUL 30 AM 11:40
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
NC IV INC.

A Florida Corporation

I, the undersigned, hereby make, subscribe, acknowledge, and file these Articles of Incorporation for the purpose of becoming a corporation for profit under the laws of the State of Florida, and do hereby certify that I have become such corporation under and pursuant to the following Articles of Incorporation:

ARTICLE I

The name of the corporation is:

NC IV INC.

ARTICLE II

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

ARTICLE III

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time is 60, all of which is without par value. All stock shall be paid and non-assessable. (Shares of stock without nominal or par value may be issued and disposed of for such consideration as may be fixed, from time to time, by the Board of Directors).

ARTICLE IV

The corporation shall have perpetual duration.

ARTICLE V

The initial street address of the registered office of the corporation shall be and is 10687 Fruitville Road, Sarasota FL 34240, and the name of the initial registered agent of the corporation at this address is Robert R. Price.

The business shall be located at 10687 Fruitville Rd., Sarasota, Florida 34240.

FILED
JUL 30 PM 1:00
TALLAHASSEE, FLA.

ARTICLE VI

The number of directors of this corporation shall be and is one (1). That number may be increased (or diminished) from time to time by the By-Laws adopted by the Stockholders.

ARTICLE VII

The names and addresses of the members of the first board of directors, who, subject to the provisions of the Certificate of Incorporation, the By-Laws of the corporation and the laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

Robert R. Price
10687 Fruitville Road
Sarasota, FL 34240

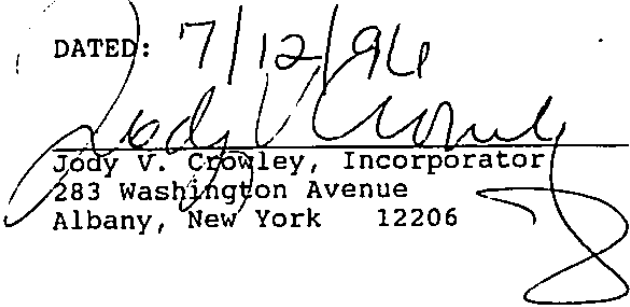
ARTICLE VIII

The officers of the corporation shall be a President, Secretary and Treasurer, and such other officers, agents and factors as may be deemed necessary, including one or more Vice Presidents. All officers, agents and factors shall be chosen in such manner, hold their offices for such terms and have such powers and duties as maybe prescribed by the By-Laws or determined by the Board of Directors. Any person may hold two or more offices except that the President or Vice President shall not also be the Secretary of Assistant Secretary of this corporation.

The corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this day for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file, in the Office of the Secretary of State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.

DATED: 7/12/96


Jody V. Crowley, Incorporator
283 Washington Avenue
Albany, New York 12206

STATE OF NEW YORK
COUNTY OF ALBANY SS:

Before me personally appeared, Jody V. Crowley, to me well known and known to me to be the individual described in an who executed the foregoing Articles of Incorporation, and acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 12 day of July 1996.

Rosalia McAlarada, Notary Public

DONNA M. CALANDRA
NOTARY PUBLIC, State of New York
No. 01CA5013039
Qualified in Schenectady
Commission Expires July 15, 1997

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That NC II INC., a corporation desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at 10687 Fruitville Road, County of Sarasota, State of Florida, has named Robert R. Price at that address as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

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

DATED: 

Robert R. Price, Agent

FILED
95 JUL 30
TALLAHASSEE
34

7/15/96

P96000063653

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

RE: NS IV INC.

96 SEP -9 AM 11:12

DIVISION OF CORPORATION

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$	Name Availability	9/26/96
	Document Examiner	DOH
	Updater	DOH
	Update Verifier	DOH
	Acknowledgement	DOH
	W.P. Verifier	DOH

✓ 00789, 00561,

✓ 00789, 002400
00277, 00561, 00524
00710, 00344, 00672

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
DATE 9/9/96 _____
TIME _____ CK No. _____
BY _____

WALK-IN 11:00 AK
W/P Pick Up

	D.O. FEB.	DISBURSED
Capital Express		
Art. of Inc. File <u>Merger</u>		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
	300001942103	
	09/09/96-01029-005	
Art. of Amend. File	*****70.00	*****70.00
Dissolution/Withdrawal		
CUS		
Fictitious Name File		
Name Reservation		
Annual Report/Restatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UGC 1 or 3 File		
UGC 11 Search		
UGC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX ()		
pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 16% per Annum.

THANK YOU
from
Your Capital Connection

P96000063653

**ARTICLES OF MERGER
Merger Sheet**

MERGING: -----

NC II INC. a New York corporation not authorized to transact business in Florida.

INTO

NC IV INC., a Florida corporation, P96000063653.

File date: September 26, 1996

Corporate Specialist: Annette Hogan



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 25, 1996

Capital Connection, Inc.
P.O. Box 10349
Tallahassee, FL 32302

SUBJECT: NC IV INC.
Ref. Number: P96000063653

We have received your document for NC IV INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 096A00044216

*Corrected
Thanks*

RECEIVED
SEP 26 AM 11:38
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 10, 1996

Capital Connection, Inc.
P.O. Box 10349
Tallahassee, FL 32302

SUBJECT: NC IV INC.
Ref. Number: P96000063653

We have received your document for NC IV INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Articles of Merger.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

Please delete the reference to 907 and replace with 607.

The merger should include the manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property.

The name and capacity of the person signing the document must be noted beneath or opposite the signature.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 296A00042011

*corrected
Thanks!*

RECEIVED
96 SEP 25 AM 9:33
DIVISION OF CORPORATION

ARTICLES OF MERGER OF NC II INC.
INTO NC IV INC. UNDER SECTION 606
OF THE BUSINESS CORPORATION
LAW

FILED
SEP 26 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the constituent corporation herein is NC II INC., formed and existing under the Business Corporation Law of the State of New York. The name of the surviving corporation is NC IV INC., formed and existing under the laws of the State of Florida.
2. With respect to NC II INC., the number of outstanding shares of common stock of the corporation is 100. There are no other classes or series of stock other than common stock with no par value of the corporation.
3. The effective date of the merger shall be the date of filing of the Certificate of Merger by the Department of State.
4. The merger was authorized by the unanimous consent of the shareholders and directors of NC II INC., and this merger is permitted by the laws of the State of New York and by the laws of the State of Florida, and is in compliance therewith.
5. NC IV INC., the surviving corporation was formed under the laws of the State of Florida, by the filing of Articles of Incorporation on the 30th day of July, 1996. No application has been filed by the said NC IV INC., the surviving foreign corporation, for authority to do business in the State of New York. The said surviving corporation shall not do business in the State of New York until an application for such authority has been filed by the Secretary of State of the State of New York.

6. The Certificate of Incorporation of NC II INC., the constituent domestic corporation, was filed by the Department of State of the State of New York on the 23 day of September 1992.

7. The surviving foreign corporation may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of any domestic corporation or of any foreign corporation, previously amenable to suit in this State, which is a constituent corporation in such merger, and for the enforcement, of the right of shareholders of NC II INC. to receive payment for their shares against the surviving corporation.

8. The surviving corporation will promptly pay to the shareholders of NC II INC., the amount, if any, to which they shall be entitled under Section 607.1107 of the Florida Statutes, to receive payment for their shares.

9. The corporation designates the Secretary of State of the State of Florida as its agent upon whom process against it may be served pursuant to Section 607.1107 of the Florida Statutes, in any action or special proceeding, and does certify that its post office address to which the Secretary of State shall mail a copy of any process is as follows: 10687 Fruitville Road, Sarasota, Florida 34240.

NC II INC.

By: Maya Orin
President

NC IV INC.

By: Maya Orin
President

AGREEMENT OF MERGER AND PLAN OF REORGANIZATION

THIS AGREEMENT OF MERGER AND PLAN OF REORGANIZATION dated August 1, 1996, by and between NC II INC., a New York Corporation hereinafter called "NC II", and NC IV INC., a Florida Corporation hereinafter called "NC IV".

W I T N E S S E T H :

1. The Boards of Directors of NC II and NC IV have resolved that NC II will be merged, and pursuant to the law of the States of New York and Florida into a single corporation existing under the laws of the State of Florida, to wit: NC IV INC., which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "surviving corporation"), in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code;

2. The authorized capital stock of NC II consists of 200 shares of common stock with no par value of which 100 shares are issued and outstanding;

3. The authorized capital stock of NC IV consists of 60 shares of common stock with no par value, hereinafter called the "NC IV common stock", 50 shares of which are intended to be issued and outstanding as of the date of this Agreement;

4. The respective Boards of Directors of NC II and NC IV have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement;

NOW, THEREFORE, in consideration of the premises and the

mutual agreements, provisions and covenants herein contained, the parties hereto hereby agree in accordance with the Business Corporation Law of the State of New York and all applicable laws of the State of Florida, that NC II shall be at the effective date as hereinafter defined, merged into a single corporation existing under the laws of the State of Florida, to wit: NC IV, which shall be the surviving corporation, and the parties hereto adopt and agree to the following agreements, terms and conditions relating to the merger and the mode of carrying the same into effect.

1. STOCKHOLDERS MEETINGS; FILINGS; EFFECTIVE MERGER.

(a) NC II shareholders Meeting. NC II shall call a meeting of its shareholders to be held in accordance with the Business Corporation Law of the State of New York at the earliest practicable date upon due notice thereof to its stockholders to consider and vote upon the adoption of this Agreement.

(b) On August 30, 1996, NC II, as of the sole stockholder of NC IV, shall adopt this Agreement in accordance with the General Corporation Law of the State of Florida. On August 30, 1996, the stockholders of NC II, INC. as well as the Stockholders of NC IV, INC. adopted this merger agreement.

If (a) this Agreement is adopted by the stockholders of NC II in accordance with the Business Corporation Law of the State of New York, (b) this Agreement has been adopted by NC II as the sole stockholder of NC IV, in accordance with the General Corporation Law of the State of Florida, and (c) this

Agreement is not thereafter, and has not thereafter been, terminated or abandoned as permitted by the provisions hereof, then a Certificate of Merger shall be filed and recorded in accordance with the laws of the State of Florida and the laws of the State of New York. Such filing shall be made on the same day. The merger shall become effective as of 9:00 a.m. on the calendar day following the date of such filing in Florida, which date and time are herein referred to as the effective date.

On the effective date, the separate existing of NC II shall cease, and NC II shall be merged into NC IV which, as the surviving corporation, shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of NC II;

(2) NAME OF SURVIVING CORPORATION; CERTIFICATE OF INCORPORATION; BY-LAWS. The name of the surviving corporation from and after the effective date shall be NC IV INC.

The Articles of Incorporation of NC IV INC. as in effect on the date hereof shall from and after the effective date be, and continue to be, the Articles of Incorporation of the surviving corporation until changed or amended as provided by law.

The By-Laws of NC IV INC., as in effect immediately before the effective date, shall from and after the effective date be, and continue to be, the By-Laws of the surviving corpo-

ration until amended as provided therein.

(3) STATUS AND CONVERSION OF SECURITIES. The manner and basis of converting the shares of the capital stock of NC II and the nature and amount of securities of NC IV which the holders of shares of NC II common stock are to receive in exchange for such shares are as follows: Every five (5) shares of NC II common stock which are issued and outstanding immediately before the effective date shall, by virtue of the merger and without any action on the part of the holder thereof, be converted at the effective date into one fully paid share of NC IV common stock, and outstanding certificates representing shares of NC II common stock shall thereafter represent shares of NC IV common stock. Such certificates may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of the surviving corporation.

(4) MISCELLANEOUS. This Agreement of Merger may be terminated and the proposed merger abandoned at any time before the effective date of the merger and whether before or after approval of this Agreement of Merger by the shareholders of NC II, if the Board of Directors of NC II or of the surviving corporation duly adopt a resolution abandoning this Agreement of Merger.

IN WITNESS WHEREOF, this Agreement has been executed by

NC II INC., and NC IV INC., all on the date first above written.

NC II INC.

NC IV INC.

By: Manya Qureshi
President

By: Manya Qureshi
President

STATE OF NEW YORK)
COUNTY OF ALBANY) ss.:

On the 15th day of August, 1996, before me personally came Manya Qureshi to me known, who, being by me duly sworn, did depose and say, that he resides at Rotterdam, New York that he is the President of NC II INC., the corporation described in and which executed the within instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation, and that he signed his name thereto by like order.

Scott S. Drury
Notary Public-State of New York

STATE OF NEW YORK)
COUNTY OF ALBANY) ss.:

On the 15th day of August, 1996, before me personally came Manya Qureshi to me known, who, being by me duly sworn, did depose and say, that he resides at Rotterdam New York; that he is the President of NC IV INC., the corporation described in and which executed the within instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation, and that he signed his name thereto by like order.

Scott S. Drury
Notary Public-State of New York

STATE OF NEW YORK)
(SS.:
COUNTY OF ALBANY)

MARY A. PRICE, being duly sworn, deposes and says that deponent is the President of NC II INC., the corporation named in the within action; that deponent has read the foregoing and knows the contents thereof; and that the same is true to deponent's own knowledge, except as to the matters therein stated to be alleged upon information and belief, and as to those matters deponent believes it to be true.

Mary A. Price
Mary A. Price, President

Sworn to before me this
1st day of August, 1996

Scott S. Davidoff
Notary Public-State of New York

SCOTT S. DAVIDOFF
Notary Public, State of New York
No. 02DA4855723
Qualified in Albany County
Commission Expires March 10, 1998

STATE OF NEW YORK)
(SS.:
COUNTY OF ALBANY)

MARY A. PRICE, being duly sworn, deposes and says that deponent is the President of NC IV INC., the corporation named in the within action; that deponent has read the foregoing and knows the contents thereof; and that the same is true to deponent's own knowledge, except as to the matters therein stated to be alleged upon information and belief, and as to those matters deponent believes it to be true.

Mary A. Price
Mary A. Price, President

Sworn to before me this
1st day of August, 1996

Scott S. Davidoff
Notary Public-State of New York

SCOTT S. DAVIDOFF
Notary Public, State of New York
No. 02DA4855723
Qualified in Albany County
Commission Expires March 10, 1998