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TO: DIVISION OpF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

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NAME: NEXTDON, INC.

AUDIT NUMBER.....H96000013484

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 26, 1996

EMPIRE

SUBJECT: NEXTDON, INC.
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ARTICLES OF INCORPORATION
OF
NEXTDON, INC.

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

NEXTDON, INC.

ARTICLE II

The principal place of business of this corporation shall be:

**8700 South Dixie Highway, Suite 1030
Miami, Florida 33156**

ARTICLE III

This corporation may engage in or transact any of all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

**Myron M. Samols, P.A.
8700 S. Dixie Hwy. 1030
Miami, FL 33156
FLORIDA BAR NO. 323527
(305) 670-5070**

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ARTICLE IV

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

1,000 SHARES OF COMMON STOCK AT \$1 PAR VALUE

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

There shall be one or more directors of this corporation.

ARTICLE VII

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until his successor is elected is:

**Hooshang Pishva Azad
9700 South Dixie Highway, Suite 1030
Miami, FL 33156**

ARTICLE VIII

The name and street address of the incorporator to these Articles of Incorporation is:

**Hooshang Pishva Azad
9700 South Dixie Highway, Suite 1030
Miami, FL 33156**

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ARTICLE IX

The name and address of the initial registered agent is:

Myron M. Samola, P.A.
9700 South Dixie Highway, Suite 1030
Miami, FL 33156

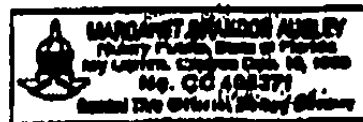
IN WITNESS WHEREOF, the undersigned incorporator has executed
these Articles of Incorporation this 12th day of September, 1996.


Houshang Pishva Asad, Incorporator

STATE OF FLORIDA
COUNTY OF LEON

Sworn to and subscribed before me on the 12th day of
September, 1996, by Houshang Pishva Asad, Incorporator, who is
personally known to me.


NOTARY PUBLIC, State of Florida



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ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


MYRON M. SAMOLE, P.A.
 Registered Agent

Date: September 11, 1998

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