

DEC-20 1996 07:55 AM EMPIRE CORPORATE KIT COMPANY

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P.O.

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((H96000017702 7)))

TO: DIVISION OF CORPORATIONS FAX #: (904) 922-4001
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305) 541-3694 FAX #: (305) 541-3770

NAME: NDM & ASSOCIATES INC.
AUDIT NUMBER.....H96000017702
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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TALLAHASSEE, FLORIDA
STATE OF FLORIDA

Correction

12/6/96
TB

REC'D DEC 20 1996 09:59

EMPIRE CORPORATE KIT

P.01/06



FLORIDA DEPARTMENT OF STATE
Sandra B. Martham
Secretary of State

December 20, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: NDM & ASSOCIATES, INC.
REF: W96000026712

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

THE FAX AUDIT NUMBER ON THE COVER SHEET DOES NOT MATCH THE FAX AUDIT IN THE ARTICLES.,

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) 487-6878.

Terri Buckley
Corporate Specialist

FAX Aud. #: H96000017702
Letter Number: 396A00056749

DEC-20-1996 10:00

EMPIRE CORPORATE KIT

P.03/06

ARTICLES OF INCORPORATION

OF

H96000017702

NDM & ASSOCIATES INC.

ARTICLE I
CORPORATE NAME

The name of the Corporation shall be: NDM & ASSOCIATES, INC.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

11651 S.W. 9th Ct., Pembroke Pines, FL 33025

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TALLAHASSEE, FLORIDA

ARTICLE III
NATURE OF CORPORATE BUSINESS

The Corporation may engage in or transact any and all activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
TERMS OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V
CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of One Thousand (1000) shares of one class of common stock having a par value of One and 00/100 (\$1.00) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

Prepared By: MARIA R. FERNANDEZ GOMEZ, P.A.
255 Alhambra Circle - Suite 610
Coral Gables, FL 33134
(305) 441-8080
Florida Bar No. 998494

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ARTICLE VI
INITIAL REGISTERED AGENT

The Corporation's initial registered agent and registered office in the State of Florida shall be:

INITIAL REGISTERED AGENT: IBRAHIM ARMENTEROS, JR.

INITIAL REGISTERED OFFICE: 11651 S.W. 9th Ct., Pembroke Pines, FL 33025

ARTICLE VII
BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VIII
INCORPORATORS

The names and addresses of each Incorporator executing these Articles of Incorporation are as follows: IBRAHIM ARMENTEROS, JR., 11651 S.W. 9th Ct., Pembroke Pines, FL 33025.

The UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business with the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.


IBRAHIM ARMENTEROS, JR., incorporator

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EMPIRE CORPORATE KIT

P.65/86

STATE OF FLORIDA)
)
 SS:
COUNTY OF DADE)

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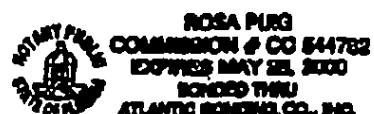
BEFORE ME, personally appeared IBRAHIM ARMENTEROS, JR. to me well known and known to me to be the person described as Incorporator in the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal this 13th day of December, 1996.

Rosa Puig
Notary Public, State of Florida
at Large

[PLEASE PRINT] Rosa Puig

My Commission Expires:



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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

NDM & ASSOCIATES, INC.

2. The name and address of the registered agent and office is:

IBRAHIM ARMENTEROS, JR.
 11651 S.W. 9th Ct., Pembroke Pines, FL 33025

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 STATE OF FLORIDA
 SUFFOLK COUNTY
 TALLAHASSEE, FLORIDA

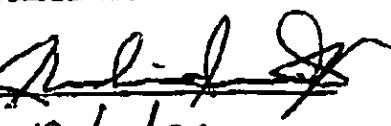
SIGNATURE 

IBRAHIM ARMENTEROS, JR.

TITLE President

DATE 12/13/96

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I 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.

SIGNATURE 

DATE 12/13/96

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