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

NAME: NDO, INCORPORATED
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ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NDO, INCORPORATED

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation is NDO, Incorporated.

ARTICLE II
ADDRESS OF PRINCIPAL OFFICE/MAILING ADDRESS OF CORPORATION

The address of the principal office of the corporation and mailing address is 326 Lincoln Road, Miami Beach, Florida 33139.

ARTICLE III
AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is 1000. The Par Value of each share is \$1.00.

ARTICLE IV
STREET ADDRESS OF INITIAL REGISTERED OFFICE
AND NAME OF INITIAL REGISTERED AGENT

The Street address of the initial registered office of the corporation is 11900 Biscayne Blvd., Suite 301, North Miami, Florida 33181. The name of the initial registered agent at that office is Richard A. Golden, Esq.

ARTICLE V
NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator is Zelick Gimelstein, 326 Lincoln Road, Miami Beach, Florida 33139.

Prepared by:
KRAMER & GOLDEN, P.A.
Richard A. Golden
Florida Bar No. 870271
11900 Biscayne Blvd., Suite 301
North Miami, Florida 33180
305-888-1800

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ARTICLE VI
DURATION AND PURPOSE

The duration of the corporation is perpetual and it is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida.

ARTICLE VII
NAMES OF DIRECTORS/OFFICERS


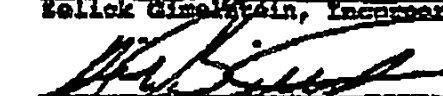



The President/Directors/Secretary and Treasurer of the corporation shall be:

ZELICK GIMELSTEIN
GIL BITTON
DIEGO PONSSA
LOU ORENSTEIN
ROBERT SAMBERG

whose address(es) is/are 326 Lincoln Road, Miami Beach, FL 33139.

ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expense incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation.

 Zelick Gimelstein, Incorporator	1/16 Date
 Gil Bitton, Incorporator	1/16 Date
 Diego Ponsa, Incorporator	1/16 Date
 Lou Orenstein, Incorporator	1/16 Date
 Robert Samberg, Incorporator	1/16 Date

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H97000001295**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

Having been designated as the registered agent for the corporation at the place designated in the foregoing Articles of Incorporation, I declare that I am familiar with and accept the obligations of that position, and hereby accept same and agree to act in that capacity and agree to comply with the provisions of Florida law relative to keeping the registered office open.


Richard A. Golden, Registered Agent Date

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