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Law Offices Of
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April 21, 1997

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, Florida 32301

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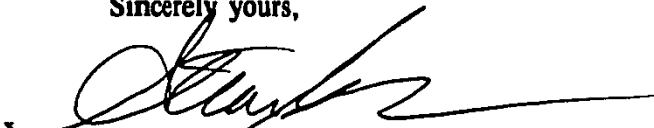
RE: Nick Ryan, Inc.
Our File No. 97-3201

Dear Sir/Madam:

Enclosed herein please find the Articles of Incorporation for the above named entity. Also enclosed is my firm's check in the amount of \$122.50 for filing the Articles. Please return to the undersigned a certified copy of the Articles.

Thank you for your courtesy and attention to this matter.

Sincerely yours,


Steven Silverman

SS/c
Enclosures

P.S. Please return the Articles in the enclosed FedEx envelope.

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FILED
97 APR 22 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
NICK RYAN, INC.

FILED
97 APR 22 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is: NICK RYAN, INC.

ARTICLE II

DURATION

The term of existence of the corporation is perpetual, commencing on the date of receipt and acknowledgment of the Articles by the Secretary of State.

ARTICLE III

PURPOSE

The purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares that the corporation shall have the authority to issue is 1,000 shares of capital stock with a par value of \$1.00 per share.

The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. The shares of the corporation are not to be divided into classes.

ARTICLE V

DIVIDENDS

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

ARTICLE VI

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of his corporation, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS

The principal office of the corporation shall be located at:

777 N.W. 72nd Avenue, Suite 2C2
Miami, Florida 33126

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the corporation is:

777 N.W. 72nd Avenue, Suite 2C2
Miami, Florida 33126

The name and address of the initial registered agent of the corporation is:

GAETANO GIACOBBE
777 N.E. 72nd Avenue, Suite 2C2
Miami, Florida 33126

ARTICLE IX

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the by-laws. The name(s) and address(es) of the initial directors of this corporation is/are:

GAETANO GIACOBBE
777 N.E. 72nd Avenue, Suite 2C2
Miami, Florida 33126

ARTICLE X

INCORPORATORS

The name(s) and address(s) of the person(s) signing these Articles is/are:

GAETANO GIACOBBE
777 N.E. 72nd Avenue, Suite 2C2
Miami, Florida 33126

ARTICLE XI

ACTIONS OF DIRECTORS WITHOUT MEETING

The directors of this corporation may take action by written consent as provided by law.

ARTICLE XII

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in regular or special meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XIII

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIV

AMENDMENT

The corporation reserves this right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 21 day of APRIL, 1997.




GAETANO GIACOBBE

STATE OF FLORIDA }
 } SS:
COUNTY OF DADE }

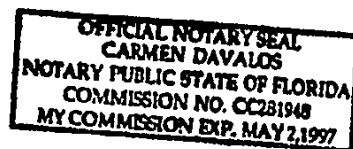
Before me, the undersigned authority, personally appeared, GAETANO GIACOBBE, to me well known and known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and seal this 21 day of APRIL, 1997.



NOTARY PUBLIC, STATE OF FLORIDA
Print Name: CARMEN DAVALOS

My Commission Expires:



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

FILED

97 APR 22 AM 8:48

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

In compliance with Section 48.091, FLORIDA STATUTES, the following is submitted:
That NICK RYAN, INC., desiring to organize or qualify under the laws of the State of Florida,
with its principal place of business at the City of Miami, State of Florida, has named Gaetano
Giacobbe, located at 777 N.W. 72nd Avenue, Suite 2C2, Miami, Florida 33126, as its agent to
accept service of process within Florida.


Gaetano Giacobbe

Having been named to accept service of process for the above stated corporation, at the
place designated in this certificate, I hereby agree to act in this capacity, and I further agree to
comply with the provisions of all statutes relative to the proper and complete performance of my
duties.

Dated this 21 day of APRIL, 1997.


Gaetano Giacobbe