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ACCOUNT NO. : 072100000032  
REFERENCE : 411367 4362770  
AUTHORIZATION :  
COST LIMIT : \$ PPD

ORDER DATE : June 2, 1997  
ORDER TIME : 9:36 AM  
ORDER NO. : 411367-005  
CUSTOMER NO: 4362770

000002197520--6  
-06/02/97--01063--011  
\*\*\*\*122.50 \*\*\*\*122.50

CUSTOMER: Michael Male, Esq.  
MICHAEL H. MALE, P.A.  
  
Suite 303  
3250 Mary Street  
Miami, FL 33133

DOMESTIC FILING

NAME: N.G. MANAGEMENT ACQUISITION  
CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS:

ALL INFORMATION CONTAINED  
HEREIN IS UNCLASSIFIED  
DATE 01-24-01 BY 60322 UCBAW

RECEIVED  
97 JUN -2 AM 11:22  
DIVISION OF CORPORATION

84 JUN -2 1997 M

ARTICLES OF INCORPORATION  
OF  
N. G. MANAGEMENT ACQUISITION CORP.

97051-2 (11/2/97)  
TALLAHASSEE, FLORIDA

1. The name of the corporation shall be N. G. Management Acquisition Corp.

2. The address of the corporation's principal office and mailing address is 48 N. W. 25 Street, Miami, Florida 33127.

3. The aggregate number of authorized shares of capital stock of this corporation shall consist of one thousand (1,000) shares of common stock, having a par value of ONE AND NO/100 DOLLAR (\$1.00) per share.

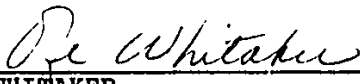
4. The street address of the corporation's initial registered office is 3250 Mary Street, Suite 303, Miami, Florida 33133, and the name of its initial registered agent at that office is Michael H. Male.

5. The name and address of the incorporator of the corporation is Ofé Whitaker, 3250 Mary Street, Suite 303, Miami, Florida 33133.

6. The name and address of the initial director is Robert Frehling, 48 N. W. 25 Street, Miami, Florida 33127.

IN WITNESS WHEREOF, the undersigned incorporator has set his hand and seal this 30th day of May, 1997.

3

  
\_\_\_\_\_  
OFE WHITAKER

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First: That N. G. Management Acquisition Corp. desires to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Miami, Dade County, State of Florida, has named Michael H. Male, located at 3250 Mary Street, Suite 303, Miami, Florida 33133, as its agent to accept service of process within Florida.

  
\_\_\_\_\_  
OFE WHITAKER

\_\_\_\_\_  
Incorporator  
TITLE

\_\_\_\_\_  
May 30, 1997  
DATE

**ACCEPTANCE OF REGISTERED AGENT**

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 30th day of May, 1997.

  
\_\_\_\_\_  
MICHAEL H. MALE  
REGISTERED AGENT

VCMF  
1997 MAY 31 11:11 AM