

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

P97000064505

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUL 25 PM 12:24

Deborah L. Smith,
O.T.R., Inc.

100002247601--3
-07/25/97--01037--001
***122.50 ***122.50

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Name Reservation _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

Signature _____

Requested by DL 7/25 11:00
Name Date Time

Walk-In _____ Will Pick Up _____

RECEIVED
97 JUL 25 PM 11:13

RP
7-25-97

ARTICLES OF INCORPORATION

OF

DEBORAH L. SMITH, O.T.R., INC.

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DIVISION OF CORPORATIONS

97 JUL 25 PM 12:24

ARTICLE I--Name

The name of this corporation is DEBORAH L. SMITH, O.T.R.,
INC.

ARTICLE II--Commencement and Duration

This corporation shall commence its corporate existence on
the date of subscription and acknowledgment of these articles,
and shall exist perpetually.

ARTICLE III--Purpose

This corporation is organized for the purpose of transacting
any and all lawful business.

ARTICLE IV--Capital Stock

This corporation is authorized to issue 7,500 shares of
common stock, with a par value of one dollar (\$1.00).

ARTICLE V--Preemptive Rights

Every shareholder shall have the right to purchase his
pro-rata share of any new stock of this corporation of the same
kind, class or series as that which he already holds at the price
at which it is offered to all other shareholders.

ARTICLE VI--Initial Registered Office and Agent

The street address of the initial registered office of this
corporation is 2045 Misty Sunrise Trail, Sarasota, Florida 34240,

and the name of the initial registered agent of this corporation at that address is Deborah L. Smith.

ARTICLE VII--Address of Principal Office

The principal office and mailing address of this corporation is 2045 Misty Sunrise Trail, Sarasota, Florida 34240.

ARTICLE VIII--Management By Shareholders

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation. In the management of the business of the corporation, the act of the shareholders representing the majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the shareholders. Each shareholder shall be entitled to one vote in person, or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the shareholders for the management of the business of the corporation.

ARTICLE IX--Incorporators

The names and addresses of the persons signing these articles are:

DEBORAH L. SMITH
2045 Misty Sunrise Trail
Sarasota, FL 34240

ARTICLE X--By-Laws

The power to adopt, alter, amend, or repeal by-laws shall be vested in the shareholders.

ARTICLE XI--Amendment


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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22nd day of July, 1997.

Deborah L. Smith

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 22nd day of July, 1997, by Deborah L. Smith, who (X) is () is not personally known to me, and if not personally known produced NA as identification, and who did take an oath.

Sign: Mary Ann Fingerle
Print: Mary Ann Fingerle
Notary Public  MY COMMISSION # CC650605 EXPIRES
May 26, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

My Commission No. _____
Expires _____

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

Pursuant to Chapter 48.091, Florida Statutes, Deborah L.
Smith, O.T.R., Inc., desiring to organize under the laws of the
State of Florida, has named Deborah L. Smith, located at 2045
Misty Sunrise Trail, Sarasota, Florida, as its agent to accept
service of process within Florida.

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.

SIGNATURE Deborah L. Smith
(REGISTERED AGENT)

DATE 7-22-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 25 PM 12:24

997000064506



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 474876 4303929

AUTHORIZATION : Patricia Pygott

COST LIMIT : \$ 122.50

ORDER DATE : July 25, 1997

ORDER TIME : 9:32 AM

ORDER NO. : 474876-005

CUSTOMER NO: 4303929

100002247511--4

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: N.A.C. ACQUISITION CORPORATION

EFFECTIVE DATE: 07-24-97

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

FILED
JUL 25 1997
DIVISION OF CORPORATIONS
FLORIDA

RECEIVED
97 JUL 25 AM 10:38
DIVISION OF CORPORATIONS

SN JUL 25 1997

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EXCISE DUE
7/24/97

ARTICLES OF INCORPORATION
OF
N.A.C. ACQUISITION CORPORATION

FILED
97 JUL 25 PM 12:03
TALLAHASSEE FLORIDA

ARTICLE I

The name of the corporation is N.A.C. ACQUISITION CORPORATION (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 3000 Taft Street, Hollywood, Florida 33021.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1,000	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the shares entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws.

ARTICLE VII

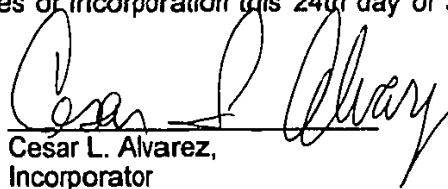
The name of the Incorporator is Cesar L. Alvarez and the address of the Incorporator is 1221 Brickell Avenue, Suite 2200, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

These Articles of Incorporation shall be effective as of July 24, 1997.

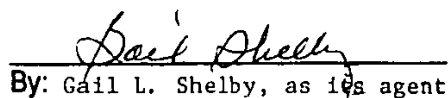
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 24th day of July, 1997.


Cesar L. Alvarez,
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of N.A.C. ACQUISITION CORPORATION accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Corporation Service Company


By: Gail L. Shelby, as its agent

Dated: July 25, 1997