

LAW OFFICES  
GREEN, KAHN, PIOTRKOWSKI  
A PROFESSIONAL ASSOCIATION  
317 SEVENTY-FIRST STREET  
MIAMI BEACH, FLORIDA 33141

KAREN B. COHEN  
MARVIN M. GREEN  
BRUCE H. HORNSTEIN  
DONALD J. KAHN  
JOEL S. PIOTRKOWSKI

PLEASE REPLY TO: P.O. BOX 4297

AREA CODE 305  
MIAMI 865-4311  
TELEFAX 861-8813

PA 70000073354

Via Federal Express  
Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Fl. 32301

700002274697--1  
-08/22/97--01060--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Articles of Incorporation  
NHM Holdings, Inc.

Gentlemen:

Enclosed herewith please find original and one copy of the Articles of Incorporation for the above, together with our check in the amount of \$70.00 representing the following:

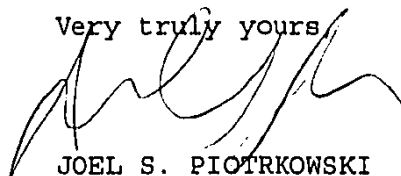
Filing Fee	35.00
Resident Agent Fee	<u>35.00</u>

\$70.00

After filing, please forward to this office the copy of the Articles of Incorporation marked "filed".

Your prompt attention in this matter is appreciated.

Very truly yours

  
JOEL S. PIOTRKOWSKI

JSP:ss  
Enclosures

FILED  
97 AUG 22 10:50  
TALLAHASSEE  
SECRETARY OF STATE

PA 70000073354

FILED  
97 AUG 22 AM 10:54  
SECRET  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

NHM HOLDINGS, INC.

The undersigned, of legal age, hereby form this corporation under the laws of the State of Florida.

ARTICLE I.

NAME

The name of this corporation shall be NHM HOLDINGS, INC.

ARTICLE II.

GENERAL NATURE OF BUSINESS

The general nature of the business and the objects and purposes proposed to be transaction and carried on are to do any and all of the things mentioned, as fully and to the same extent as natural persons might or could do, including, but not limited to:

1. Any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III.

CAPITAL STOCK

The corporation is authorized to have Five Hundred (500) Shares of stock outstanding with a par value of One and No/100 (\$1.00) Dollar each.

All of said stock shall be payable in cash, property (real or personal), labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE IV.

CORPORATE EXISTENCE

This corporation shall exist perpetually, unless sooner dissolved according to law.

ARTICLE V.

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be 317 - 71st Street, Miami Beach, Florida 33141, with the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE VI.

REGISTERED AGENT

The name and street address of the Registered Agent of this corporation is Joel S. Piotrkowski, 317 - 71st Street, Miami Beach, Florida 33141.

ARTICLE VII.

NUMBER OF DIRECTORS

The number of directors of this corporation shall be not less than one (1) or more than the number specified in the by-laws of the corporation.

ARTICLE VIII.

DIRECTORS

The names and street addresses of the first Board of Directors who, subject to the provisions of these Articles of Incorporation and By-Laws of the corporation, shall hold office for the first year of the existence of the corporation, shall hold office for the first year of the existence of the corporation or until their successors are elected or appointed and have qualified are:

Name

Address

Moez Mawani

317 - 71st Street  
Miami Beach, FL 33141

ARTICLE IX.

INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is:

Name

Address

Moez Mawani

317 - 71st Street  
Miami Beach, FL 33141

ARTICLE X.

OTHER PROVISIONS

The Directors of this corporation shall have the power to make or amend the By-Laws and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members of the corporation.

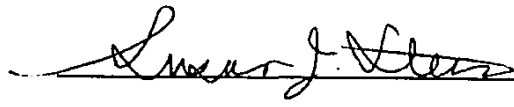
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 21 day of August, 1997.

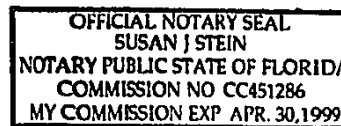
Moez Mawani  
Moez Mawani

STATE OF FLORIDA       )  
                              :SS.  
COUNTY OF DADE       )

The foregoing instrument was acknowledged before me this  
21st day of August, 1997, by Moez Mawani, to me well known to be  
the individual described in and who executed the foregoing Articles  
of Incorporation and he acknowledged before me that he executed the  
same for the purposes herein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and  
official seal at Miami Beach, Florida, this 21st day of August,  
1997.

\_\_\_\_\_

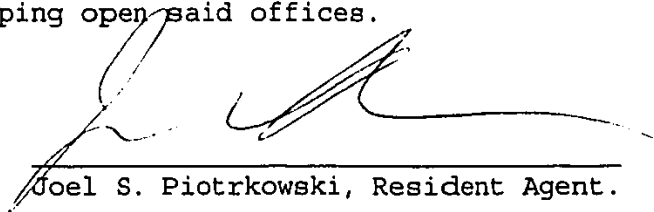


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that NHM Holdings, Inc. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in the City of Miami, County of Dade, State of Florida has named Joel S. Piotrkowski, as its agent to accept service of process within this State.

Having been named to accept service of process for the above states corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act to keeping open said offices.



Joel S. Piotrkowski, Resident Agent.

FILED  
97 AUG 22 PM 10:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA