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ACCOUNT NO. : 072100000032

REFERENCE : 517243 4321040

AUTHORIZATION :

Patricia Pigeot

COST LIMIT : \$ 70.00

ORDER DATE : September 3, 1997

ORDER TIME : 9:33 AM

ORDER NO. : 517243-005

CUSTOMER NO: 4321040

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CUSTOMER: Domingo P. Such, Esq
SCHIFF HARDIN & WAITE

7200 Sears Tower
233 South Wacker Drive
Chicago, IL 60606

DOMESTIC FILING

NAME: NDK MANAGEMENT CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

EXAMINER'S INITIALS: _____

FILED
SEP 4 PM 2:09
INDA

SN SEP - 4 1997

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ARTICLES OF INCORPORATION
OF
NDK MANAGEMENT CORPORATION

FILED
97 SEP -4 PM 2: 09
TALLAHASSEE FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: NDK Management Corporation.

The address of the principal office of this corporation shall be 154 San Marco Avenue, St. Augustine, Florida and the mailing address of the corporation shall be the same.
/32084

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1000) shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 154 San Marco Avenue, St. Augustine, Florida and the name of the initial registered agent of the corporation at that address is Rezwan Ashdji.
/32084

ARTICLE V. TERM OF EXISTENCE

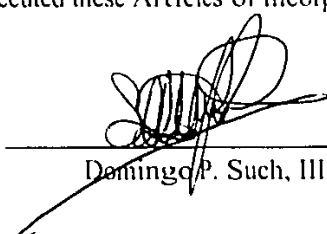
This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

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

Domingo P. Such, III
Schiff Hardin & Waite
7200 Sears Tower
Chicago, Illinois 60606

The undersigned incorporator has executed these Articles of Incorporation this
day of July 31, 1997.



Domingo P. Such, III, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

I, Rezwan Ashdji, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: _____

R. Ashdji

Rezwan Ashdji

Dated: *July 31, 1997*

CH12.141.332.1

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TALLAHASSEE, FLORIDA