

P 97000084123



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 546543 6099A

AUTHORIZATION :

COST LIMIT : \$ PP

ORDER DATE : September 29, 1997

ORDER TIME : 11:04 AM

ORDER NO. : 546543-010

CUSTOMER NO: 6099A

CUSTOMER: Ms. Ellen L. Grannis
MOYLE FLANIGAN KATZ FITZGERALD
& SHEEHAN
625 N. flagler Drive, 9th Floor
P. O. Box 3888
West Palm Beach, FL 33401

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-09/29/97-01104--013
*****70.00 *****70.00

DOMESTIC FILING

NAME: NR PARTNERS, INC.

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: Andrew Cumper

EXAMINER'S INITIALS: _____

FILED
97 SEP 29 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 SEP 29 PM 2:16
OFFICE OF CLERK OF COURTS
TALLAHASSEE, FLORIDA

SN SEP 29 1997

ARTICLES OF INCORPORATION
OF
NR PARTNERS, INC.

FILED
97 SEP 29 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I
Name of Corporation

The name of this Corporation shall be NR PARTNERS, INC. (the "Corporation").

ARTICLE II
Mailing Address and Principal Place of Business

The mailing address and principal place of business of the Corporation is 5600 N.W. 8TH Street, Margate, Florida.

ARTICLE III
Purpose

This Corporation is organized for the following purposes:

- (a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.
- (b) For the purpose of transacting any or all lawful business.
- (c) To do any and everything pertinent to the above.

ARTICLE IV
Capital Stock

This Corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V
Preemptive Rights

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VII
Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 625 North Flagler Drive, 9th Floor, West Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation at that address is Paul A. Krasker, Esquire.

ARTICLE VIII
Initial Board of Directors

This Corporation shall have two (2) directors initially. The number of directors may be increased from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this Corporation are as follows:

Carlos A. Navarro

5600 N.W. 8th Street
Margate, Florida 33063

Michael D. Rachlin

123 Bayview Avenue
Babylon, NY 11702

ARTICLE IX
By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X
Indemnification

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

ARTICLE XI
Incorporator

The name and address of the person signing these Articles are as follows: Carlos A. Navarro, 5600 N.W. 8th Street, Margate, Florida 33063.

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



CARLOS A. NAVARRO

STATE OF NEW YORK)

COUNTY OF KINGS)

The foregoing instrument was acknowledged before me this 22nd day of September, 1997, by Carlos A. Navarro, as Incorporator of NR Partners, Inc., on behalf of the Corporation, and he is personally known to me, or has produced driver's license as identification and did take an oath.

EVELYN MELNICK
NOTARY PUBLIC, State of New York
No. 01ME4973468
Qualified in Kings County
Commission Expires Oct. 22, 1998

(NOTARY STAMP)

Evelyn Melnick.
Notary Name: EVELYN MELNICK
Notary Public
Serial (Commission) Number
(if any) 01ME4973468

I hereby accept appointment as Registered Agent of NR PARTNERS, INC. as provide in Article VII, hereof.

Paul A.
Paul A. Krasker
Registered Agent

FILED
97 SEP 29 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA