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FILED

97 OCT 30 PM 1:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 29, 1997

Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Hedy Nuraef & Associates, Inc.

Gentlemen:

Enclosed are Articles of Incorporation for Hedy Nuraef & Associates, Inc., registered agent designation and a check for \$122.50 payable to the Secretary of State. Please send certified copies of the Articles and designation.

Sincerely,


Hedy Nuraef

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-10/30/97--01086--018
***122.50 ***122.50

Encl:

\$ 35.00 Article Filing Fees
35.00 Designation Filing Fee
52.50 Certified Copies
\$ 122.50 Total

P. Hall - OCT 31 1997

**ARTICLES OF INCORPORATION
OF
HEDY NURAEF & ASSOCIATES, INC.**

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TALLAHASSEE, FLORIDA

1. The name of the Corporation shall be Hedy Nuraef & Associates, Inc.
2. The address of the corporation's principal office is Seacoast Towers-South, 5101 Collins Avenue-#16F, Miami Beach, FL 33140.
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 Seacoast Towers-South, 5101 Collins Avenue-#16F, Miami Beach, FL 33140, and the name of its initial registered agent at that office is Hedy Nuraef.
5. The name and address of the incorporator of the corporation is Hedy Nuraef, Seacoast Towers-South, 5101 Collins Avenue-#16F, Miami Beach, FL 33140.
6. The name and address of the initial director is Hedy Nuraef, Seacoast Towers-South, 5101 Collins Avenue-#16F, Miami Beach, FL 33140.

IN WITNESS WHEREOF, the undersigned incorporator has set his hand and seal this 29th day of October 1997.

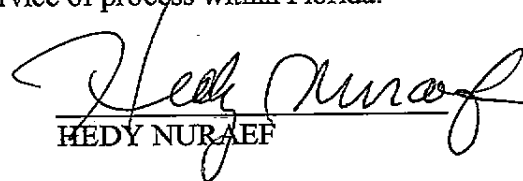

HEDY NURAEF

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

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

First: That Hedy Nuraef & Associates, Inc. is desiring 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 Hedy Nuraef, located at Seacoast Towers-South, 5101 Collins Avenue-#16F, Miami Beach, FL 33140, as its agent to accept service of process within Florida.


HEDY NURAEF

Incorporator

TITLE

October 29, 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 the statutes relative to the proper and complete performance of my duties.

DATED this 29th day of October, 1997.


HEDY NURAEF
REGISTERED AGENT