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Don Ladolcetta  
CERTIFIED PUBLIC ACCOUNTANT  
12000 NW 20th St.  
Pembroke Pines, Fl. 33026

February 3, 1998

Corporate Records Bureau  
Division of Corporations  
Department of State  
PO Box 6327  
Tallahassee, Florida 32301

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-02/16/98--01073--012  
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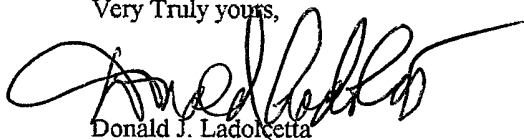
**Re: Nay & Associates, Inc. Corporate Filing**

Gentlemen:

Enclosed are the Articles of Incorporation of Nay & Associates, Inc. which we would like registered with the State of Florida. A check in the amount of \$122.50 is enclosed to cover processing costs.

If you require further information or if you are unable to process this corporation for any reason, please contact me at 954-436-8733.

Very Truly yours,



Donald J. Ladolcetta  
Certified Public Accountant

**FILED**  
98 FEB 16 AM 8:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK FEB 17 1998

**FILED**

**98 FEB 16 AM 8:11**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**ARTICLES OF INCORPORATION**

**OF**

**Nay & Associates, Inc.**

I, the undersigned, a natural person competent to contract do hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME OF CORPORATION**

The name of this Corporation shall be:

**Nay & Associates, Inc.**

**ARTICLE II**

**GENERAL NATURE OF THE BUSINESS**

The general nature of the business to be transacted by the corporation shall be engaged in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE III**

**CAPITAL STOCK**

A. The total authorized capital stock of this corporation is one thousand shares (1000) Common Stock, par value One Dollar(\$1.00) per share.

B. Every shareholder, upon the sale 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 issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE IV**  
**TERM OF EXISTENCE**

This Corporation shall exist perpetually.

**ARTICLE V**  
**ADDRESS OF PRINCIPAL OFFICE IN THIS STATE**

The initial street address of the principal office of this Corporation in the State of Florida is:

1606 Eastlake Way  
Ft. Lauderdale, Fl. 33326

The Board of Directors may from time to time move the principal office to another address in Florida.

**ARTICLE VI**  
**NUMBER OF DIRECTORS**

This Corporation shall have not less than one (1) Director.

**ARTICLE VII**  
**FIRST BOARD OF DIRECTORS**

The name(s) and street addresses of the member(s) of the Board of Directors are as follows:

NAME

ADDRESS

Joseph R. Nay

1606 Eastlake Way  
Ft. Lauderdale, Fl. 33326

ARTICLE VIII

SUBSCRIBER

The name and street address of the subscriber of these Articles of Incorporation are:

NAME

ADDRESS

Joseph R. Nay

1606 Eastlake Way

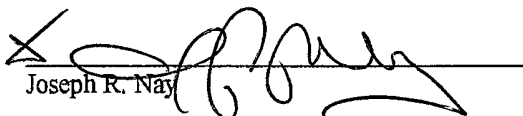
Ft. Lauderdale, Fl. 33326

ARTICLE IX

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1606 Eastlake Way, Ft. Lauderdale, Fl. 33326, and the name of the initial registered agent of this Corporation at that address is Joseph R. Nay.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this 13<sup>TH</sup> day of FEBRUARY, 1998.

  
Joseph R. Nay

CO DL # 95-271-0898 1/22/00.

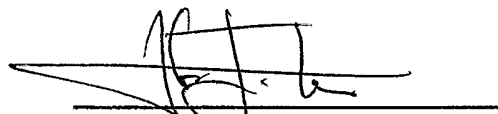
STATE OF FLORIDA )

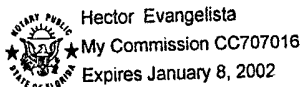
:SS.

COUNTY OF BROWARD )

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Joseph R. Nay, who is personally known to me or who has produced COLORADO DL as identification showing that the person described has subscribed in and executed the foregoing Articles of Incorporation for the purposes therein set forth.

WITNESS my hand and official seal in the County and State named above this 13<sup>TH</sup> day of FEBRUARY, 1998.

  
NOTARY PUBLIC



**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, the following is submitted in Compliance therewith:

Nay & Associates, Inc., a Corporation being organized under the laws of the State of Florida, with its principal office located at 1606 Eastlake Way, Ft. Lauderdale, Fl. 33326 has named Joseph R. Nay with an office at 1606 Eastlake Way, Ft. Lauderdale, Fl. 33326 as its agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for Nay & Associates, Inc. at the place designated in this Certificate, I hereby agree to act in such capacity and agree to comply with the provisions of said Act with respect to keeping such office open.

BY: \_\_\_\_\_

Joseph R. Nay

RESIDENT AGENT

**FILED**  
98 FEB 16 AM 8:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA