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KILLGORE PEARLMAN

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AND COUNSELORS AT LAW

FRANK H. KILLGORE
KRISTINE R. KUTZ
MARK L. ORNSTEIN

940 HIGHLAND AVENUE
ORLANDO, FLORIDA 32803

CRAIG S. PEARLMAN¹
T. GREY SQUIRES²
MARTIN F. STAMP³

POST OFFICE BOX 1913
ORLANDO, FLORIDA 32802-1913
TELEPHONE: (407) 425-1020
FAX: (407) 839-3635

¹ ALSO MEMBER OF DC & WEST VIRGINIA BAR
² CERTIFIED CIRCUIT COURT MEDIATOR
³ ALSO MEMBER OF NEW YORK & TEXAS BAR

ROBERT M. STEENBERGH, P.A.
OF COUNSEL

February 25, 1998

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-03/02/98--01052--013
*****122.50 *****122.50

Re: Incorporation of N. York, Inc.

Dear Sir or Madam:

Enclosed for filing please find an original and one copy of the Articles of Incorporation for the above Corporation and our check in the amount of \$122.50. Please file said Articles of Incorporation and return a certified copy to me.

Your anticipated cooperation in this matter is appreciated.

Very truly yours,

KILLGORE PEARLMAN

DICTATED, BUT NOT READ
MAILED IN MY AGENCY TO AVOID DELAY
/s/ CRAIG S. PEARLMAN
Craig S. Pearlman

CSP\se
Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
N. YORK, INC.

FILED STATE
SECRETARY OF CORPORATIONS
98 MAR -2 PM 1:08

ARTICLE I - NAME

The name of this corporation is N. YORK, INC. and its principal place of business and mailing address is 927 Fern Street, Suite 200, Altamonte Springs, FL 32701.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the filing of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of voting common stock having a par value of \$.10 per share.

ARTICLE V - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of this corporation is 927 Fern Street, Suite 200, Altamonte Springs, FL 32701 and the name of the initial registered agent of this corporation at that address is Victor A. Eyal.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time in accordance with the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

Victor A. Eyal
927 Fern Street, Suite 200
Altamonte Springs, FL 32701

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is:

Victor A. Eyal
927 Fern Street, Suite 200
Altamonte Springs, FL 32701

ARTICLE VIII - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 30 day of January, 1998.


VICTOR A. EYAL, Incorporator

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 30th day of January, 1998, by Victor A. Eyal, who is personally known to

me or who has produced _____ as identification
and who did take an oath.



ELIZABETH ANN WILSON
My Commission CC347241
Expires Feb. 09, 1998

NOTARY PUBLIC:

Sign: Elizabeth Ann Wilson
Print: ELIZABETH ANN WILSON
State of Florida at Large
My Commission Expires: 3/29/98
Commission No. CC347241

ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person appointed in the foregoing Articles of Incorporation as the registered agent for N. York, Inc. hereby accepts such appointment this 30 day of January, 1998, and states that he/she is familiar with, and accepts, the obligations provided for in Section 607.0505, Florida Statutes.

Victor A. Eyal

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SECRETARY OF STATE
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