DIVISION OF CORPORATIONS TO:

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: - Grey-PHONE: (305)672-0586

FAX #: (305)672-9110

NAME: N L S MANAGEMENT COMPANY

AUDIT NUMBER...... H98000006220

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS. 1 PAGES..... 4

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is: N L S Management Company

Article II. Address

The mailing address of the Corporation is: N L S Management Company 2230 N.W. 174 Terr.
Opa-Locka FL 33056 DADE

Article III. Registered Agent

The name and address of the registered agent of the Corporation is: Leonardo D. Starke 3340 McDonald Street, Suite A Miami FL 33133

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Naomi L. Smith

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Leonardo D. Starke | FL Bar Member 880469 Law Offices of Leonardo D. Starke 3340 McDonald Street, Suite A Miami FL 33133 305-444-0151

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is: Leonardo D. Starke Law Offices of Leonardo D. Starke 3340 McDonald Street, Suite A Miami FL 33133

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on March 31, 1998.

The undersigned incorporator executed these Articles of Incorporation on March 31, 1998.

LEONARDO D. STARKE

by G.K. Kuroda as attorney-in-fact

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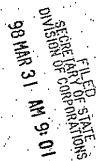
CERTIFICATE OF DESIGNATION REGISTERED AGENT/OFFICE

CORPORATION:

N L S Management Company

REGISTERED AGENT/OFFICE:

Leonardo D. Starke 3340 McDonald Street, Suite A Miami FL 33133



I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

LEONARDO D. STARKE

by G.K. Kuroda as attorney-in-fact

Date: March 31, 1998

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