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TO: DIVISION OF CORPORATIONS

EFFECTIVE DATE
4/15/98

FAX #: (850) 922-4881

CONTACT: TERESA ROMAN PHONE: (858) 385-6735
(858) 561-1025

ACCT#: 072720900101

FAX #:

NAME: NINACORP, INC. AUDIT NUMBER.....H98000007332 DOC TYPE.....FLORIDA
PROFIT CORPORATION OR P.A. CERT. OF STATUS..S PAGES.....A
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**ARTICLES OF INCORPORATION
OF
NINACORP, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be Ninacorp, Inc.

ARTICLE II

The principal place of business and mailing address of this corporation shall be:

2222 Ponce De Leon Blvd.
Coral Gables, FL 33134

ARTICLE III

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV

The existence of this corporation shall begin on April 15, 1998.

ARTICLE V

The aggregate number of shares of stock that the corporation shall have authority to issue and to have outstanding at any one time is 2,000,000 shares of common stock at \$0.01 par value per share. Preferred stock may be created and issued, from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, options or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such preferred stock adopted by the Board of Directors pursuant to the authority in this paragraph given.

LAW PRACTICE OF SCOTT L. LAMPERT, P.A.
1701 WEST HILLSBORO BLVD., SUITE 302
DEERFIELD BEACH, FL 33442
(954) 371-9920
FL. BAR NO. 0083642

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ARTICLE VI

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon.

ARTICLE VII

The corporation elects to have preemptive rights.

ARTICLE VIII

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE IX

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE X

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

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ARTICLE XI

The initial board of directors shall consist of two members. The names of the persons who will serve on the initial board of directors are: Wayne Lampert and Nina Meyer. The number of directors of the corporation shall be fixed by the bylaws of the corporation.

ARTICLE XII

The initial registered agent of the corporation is Scott L. Lampert, Esq. The street address of the corporation's initial registered office is:

1701 West Hillsboro Blvd.
Suite 302
Deerfield Beach, Florida 33442

ARTICLE XIII

The name and address of the incorporator to these Articles of Incorporation is Scott L. Lampert, 1701 West Hillsboro Blvd., Suite 302, Deerfield Beach, Florida 33442.

The undersigned incorporator has executed these Articles of Incorporation this 15th day of April, 1998.



Scott L. Lampert, Esq., Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent and registered office in the State of Florida.

The name of the corporation is Ninacorp, Inc.

The name and address of the registered agent and office is:

Scott L. Lampert, Esq.
1701 West Hillsboro Blvd.
Suite 302
Deerfield Beach, Florida 33442

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Scott L. Lampert, Esq., Incorporator

4/15/98
Date

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT TO AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.


Scott L. Lampert, Esq., Registered Agent

Date: 4/15/98

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