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May 15, 1998

Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

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Re: NISSCO/Sunline, Inc.

Dear Sir/Madam:

Enclosed please find an **original** and one copy of Articles of Incorporation and Designation and Acceptance of Registered Agent to be filed regarding the above-referenced corporation. Also, enclosed please find a check in the amount of \$70.00 for the filing fees. I would appreciate it if you would return to me file-stamped copies in the enclosed, self-addressed, stamped envelope.

Thank you for your assistance regarding this matter.

Very truly yours,

KOHNEN & PATTON, LLP

*Richard M. Haines*_{ms}

Richard M. Haines

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Encls.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAY 18 PM 2:33

Melanie
AUTHORIZATION BY PHONE TO
CORRECT *5/19/98*
DATE *5/19/98*
EXAM *5/19/98*
5/20

**STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
NISSCO/SUNLINE, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 18 PM 2:33

The undersigned, desiring to form a corporation for profit under Section 607.0401 et. seq. of the Florida Statutes, does hereby certify:

FIRST: The name of the Corporation shall be NISSCO/Sunline, Inc.

SECOND: The Corporation's principal office shall be located at 9220 Bonita Beach Road, Suite 215, Bonita Springs, Florida 33923.

THIRD: This Corporation is formed in order to engage in any lawful act or activity for which corporations may be formed under Section 607.0401 et seq. of the Florida Statutes, inclusive, including the management of business contracts and obligations; and the management of various conferences for other businesses.

FOURTH: The aggregate number of shares which the Corporation shall have the authority to issue is 200 shares in one class of voting, no par value, common stock.

FIFTH: Provisions granting preemptive rights are NONE.

SIXTH: The Corporation will have no stated capital.

SEVENTH: The Corporation may purchase its own shares, from time to time, when authorized to do so by its Board of Directors, unless the Corporation is insolvent or such purchase would render it insolvent.

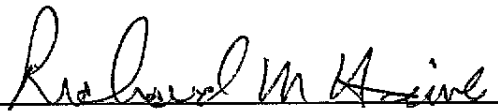
EIGHTH: Provisions for the Regulation of the Internal Affairs of the Corporation are set forth in the Code of Regulations and By-Laws of the Corporation.

NINTH: The street address of the initial principal office of the Corporation is 9220

Bonita Beach Road, Suite 215, Bonita Springs, Florida 33923 and the name of its initial
Registered Statutory Agent is Thomas B. Haines, whose address is 2027 Imperial Golf Course
Blvd., Naples, Florida 34110.

TENTH: The name and address of each incorporator is:

Richard M. Haines
1400 Carew Tower
Cincinnati, Ohio 45202.



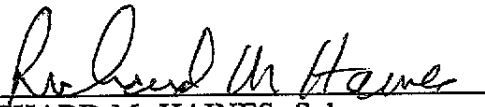
RICHARD M. HAINES, Sole
Incorporator

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

The Sole Incorporator of NISSCO/Sunline, Inc., hereby appoints Thomas B. Haines, to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the Corporation may be served.

The complete address of the agent is:

Thomas B. Haines
2027 Imperial Golf Course Blvd.
Naples, Florida 34110



RICHARD M. HAINES, Sole
Incorporator

FILED STATE
SECRETARY OF CORPORATIONS
98 MAY 18 PM 2:33

Dated: May 13, 1998

ACCEPTANCE

Gentlemen: I hereby accept appointment as Registered Agent of your Corporation upon whom process, tax notices or demands may be served as required by Section 607.0505 F.S. and am familiar with and accept the obligations appurtenant thereto.


THOMAS B. HAINES