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William C. Brackfield
7350-62 South Tamiami Tr.
Sarasota, Florida 34231

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May 26, 1998

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

Re: Adamas NB International, Inc.

Dear Sir/Madam:

Enclosed please find an original and two copies of the Articles of Incorporation, along with \$35.00 filing fee on behalf of the corporation. Please note that the effective date of the corporation is to be June 10, 1998. Should the enclosed be satisfactory, please date stamp one copy and return the same to me in the enclosed, self-addressed envelope.

I have also enclosed the Certificate of Designation of Registered Agent/Registered Office for the Corporation, along with a \$35.00 filing fee on behalf of the corporation.

Thank you for your assistance in this matter.

Sincerely,


William C. Brackfield

WCB:dp
Enclosures

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98 MAY 28 AM 8:21
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

6-8-98
MCM

ARTICLES OF INCORPORATION
OF
ADAMAS NB INTERNATIONAL, INC.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned incorporator has executed these Articles of Incorporation to establish a corporation (the "Corporation") under the Florida Business Corporation Act (Chapter 607, Florida Statutes).


1. Name. The name of the Corporation is:
Adamas NB International, Inc.
2. Principal office. The principal office of the Corporation is:
7350-62 South Tamiami Tr.
Sarasota, Florida 34231
3. Mailing Address. The mailing address of the Corporation is:
7350-62 South Tamiami Tr.
Sarasota, Florida 34231
4. Authorized shares. The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock, no par value.
5. Bylaws. The initial bylaws of the Corporation shall be adopted by the incorporator or the board of directors.
6. Registered Agent and Office. The name and address of the initial registered agent is:
William C. Brackfield
7350-62 South Tamiami Tr.
Sarasota, Florida 34231

By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he/she is familiar with the obligations of the position.

7. Incorporator. The name and address of the incorporator of the Corporation is:

William C. Brackfield
7350-62 South Tamiami Tr.
Sarasota, Florida 34231

Dated this 26th day of May 1998.


William C. Brackfield
Incorporator/Registered Agent

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: ADAMAS NB INTERNATIONAL, Inc.

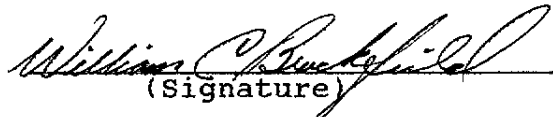
2. The name and address of the registered agent and office is:

William C. Brackfield

7350-62 South Tamiami Tr.

Sarasota, Florida 34231

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 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 obligations of my position as registered agent.


(Signature)


(Date)