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98 JUL 22 PM 12:17

FILING COVER SHEET

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REFERENCE: 0177. 3211
DATE: 7-22-98
CONTACT: CINDY HICKS
FROM: CORPORATE & CRIMINAL RESEARCH SERVICES
103 N. MERIDIAN STREET
TALLAHASSEE, FL 32301
TELEPHONE: 222-1173
SUBJECT: NCTN ACQUISITION, INC.

STATE FEES PREPAID WITH CHECK # 2865 FOR \$ 122.50

800002594828--2

-07/22/98--01021--028

***122.50 ***122.50

PLEASE FILE:

☒ ARTICLES OF INC. () AMENDMENT () DISSOLUTION
() ANNUAL REPORT () MERGER () WITHDRAWAL
() QUALIFICATION () LIMITED PARTNERSHIP () ANNUAL REPORT
() FICTITIOUS NAME () LIMITED LIABILITY () REINSTATEMENT
() TRADEMARK/SERVICE () UCC-1 () UCC-3

PROVIDE US WITH:

☒ CERTIFIED COPY () CERTIFICATE OF STATUS () STAMPED COPY

Examiner's Initials

P. Hall

JUL 22 1998

ARTICLES OF INCORPORATION

OF

NCTN ACQUISITION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED incorporator, for purposes of forming a Florida corporation under the Florida Business Corporation Act (Florida Statutes, Chapter 607), hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the corporation is: NCTN ACQUISITION, INC. (the "Corporation").
- SECOND:** The principal office address and mailing address of the Corporation is: 2255 Glades Road, Suite 416-A, Boca Raton, Florida 33431.
- THIRD:** The Corporation is authorized to issue 10,000 shares of common stock, par value \$.01 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: 2255 Glades Road, Suite 416-A, Boca Raton, Florida 33431; and the registered agent at that address is David Peck.
- FIFTH:** The name and address of the incorporator of the Corporation is: David Peck, 2255 Glades Road, Suite 416-A, Boca Raton, Florida 33431.
- SIXTH:** The Corporation shall have two (2) directors initially and the number of directors may be increased or decreased from time to time as provided by the By-Laws, but shall never be less than one (1).
- SEVENTH:** The names and addresses of the initial directors who shall hold office until the earlier of their resignation, removal or replacement are:

DAVID PECK

2255 Glades Road
Suite 416-A
Boca Raton, Florida 33431

DARYL P. JOHNSON 2255 Glades Road
Suite 416-A
Boca Raton, Florida 33431

EIGHTH: The Corporation, through its officers and employees, shall be authorized to perform any activity permissible by law.

NINTH: The Corporation is intended to be a corporation within the meaning of the Florida Business Corporation Act (the "Act"), and accordingly, the Corporation and its officers, directors and shareholders, shall be subject to all of the provisions of said Act.

TENTH: The corporate existence of the Corporation shall commence on July 22, 1998.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 21 day of July, 1998.



David Peck, Incorporator

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.



David Peck