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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: NADERGAN CORP.

AUDIT NUMBER.....H98000013594

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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**ARTICLES OF INCORPORATION
OF
NADERGAN CORP.**

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 - NAME

The name of the corporation shall be:

NADERGAN CORP.

ARTICLE II - DURATION

The corporation shall have perpetual existence commencing on the date of filing.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address:

**3191 Coral Way, Third Floor
Miami, Florida 33145**

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one thousand (1,000) shares of common stock, each at One Dollar and No/100 (\$1.00) par value.

ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

**George S. Zamora
3191 Coral Way, Third Floor
Miami, Florida 33145**

This instrument prepared by:

**George S. Zamora, Esquire
3191 Coral Way, Third Floor
Miami, Florida 33145**

FBN: 871605 (305) 444-2086

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ARTICLE X -- INDEMNIFICATION

The corporation shall indemnify any officer or director to the full extent permitted by law.

ARTICLE XI -- PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

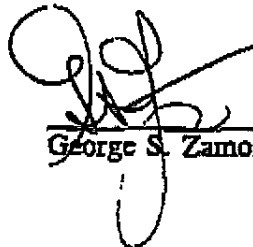
ARTICLE XII -- AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in accordance with the provisions of the Florida General Corporation Act. The undersigned has executed these Articles of Incorporation this 22 day of July, 1998.


CORA MENENDEZ

ACCEPTANCE OF REGISTERED AGENT

The undersigned, George S. Zamora, whose address is 3191 Coral Way, Third Floor, Miami, Florida 33145 hereby accepts the designation as registered agent for NADERGAN CORP.


George S. Zamora

This instrument prepared by:
George S. Zamora, Esquire
3191 Coral Way, Third Floor
Miami, Florida 33145
FBN: 871605

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Articles of Incorporation
Nadergan Corp.
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ARTICLE VI -- INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of Directors may be increased or diminished from time to time by the by-laws but shall never be less than one(1). The name and address of the initial director of this corporation is:

Name:

Address:

Alberto Nader

709 Ocean Club, PH-10
Key Biscayne, Florida 33149

ARTICLE VII -- OFFICERS

The initial corporate officers shall be:

Name:

Address:

Alberto Nader - President

709 Ocean Club, PH-10
Key Biscayne, Florida 33149

ARTICLE VIII -- INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is:

Cora Menéndez
3191 Coral Way, Third Floor
Miami, Florida 33145

ARTICLE IX -- BY-LAWS

The by-laws of this corporation may be adopted, altered, amended or repealed by either of the stockholders or the Board of Directors.

This instrument prepared by:
George S. Zamora, Esquire
3191 Coral Way, Third Floor
Miami, Florida 33145
FBN: 871605

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