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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

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NAME: NEARCO DEVELOPMENT CORPORATION

AUDIT NUMBER.....H98000017305

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

CERT. OF STATUS..0

PAGES..... 5

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ARTICLES OF INCORPORATION  
OF  
NEARCO DEVELOPMENT CORPORATION

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be NEARCO DEVELOPMENT CORPORATION.

ARTICLE II

The principal place of business address of this corporation shall be 1541 S.W. 56th Avenue, Plantation, Florida 33317-5330, and the mailing address of this corporation shall be same.

ARTICLE III

This corporation's existence shall be effective on the date of filing of these Articles, and the corporation shall have perpetual existence.

ARTICLE IV

The general purpose for which this corporation is organized is consulting and recruiting and to transact any or all lawful business permitted under the laws of the State of Florida.

ARTICLE V

The aggregate number of shares which the corporation shall

HARVEY A. BURGER, ESQ.  
Suite 506  
20801 Biscayne Boulevard  
Aventura, FL 33180  
Tel: (305) 936-8844  
Florida Bar No. 0136195

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have authority to issue shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value</u>	<u>Class of Stock</u>
100	\$1.00	Common

All of said stock shall be payable in cash, property, real or personal, or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE VI

The street address of the initial registered office of this corporation and its initial registered agent are as follows:

<u>Name</u>	<u>Address</u>
Augustus Fisher, III	1541 S.W. 56th Avenue Plantation FL 3317-5330

ARTICLE VII

This corporation shall have at least one director, with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the corporation be managed by the shareholders. The names and addresses of the directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

<u>Name</u>	<u>Address</u>
Augustus Fisher, III	1541 S.W. 56th Avenue Plantation FL 3317-5330
Merideth Fisher	1541 S.W. 56th Avenue Plantation FL 3317-5330

HARVEY A. BURGER, ESQ.  
Suite 506  
20801 Biscayne Boulevard  
Aventura, FL 33180  
Tel: (305) 936-8844  
Florida Bar No. 0136195

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Michael May Onett

60 Steeple Chase Court  
Haverhill, MA 01832

Kim Onett

60 Steeple Chase Court  
Haverhill, MA 01832

ARTICLE VIII

The name and address of the Incorporator is:

<u>Name</u>	<u>Address</u>
Augustus Fisher, III	1541 S.W. 56th Avenue Plantation FL 3317-5330

ARTICLE IX

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to the corporation.

ARTICLE X

This corporation, by duly adopted action of the Board of Directors, may indemnify and insure its officers and directors to the extent permitted by law either now existing or hereafter enacted.

IN WITNESS WHEREOF, the undersigned, being the original Incorporator of the above-named corporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts

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herein stated are true, and executes these Articles of  
Incorporation this 10 day of September, 1998.

AUGUSTUS FISHER, III  
Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is  
submitted in compliance with said Act:

NEARCO DEVELOPMENT CORPORATION, desiring to organize under the  
laws of the State of Florida with its principal office as indicated  
in the Articles of Incorporation at 1541 S.W. 56th Avenue,  
Plantation, FL 33317-5330 has named Augustus Fisher, III as its  
agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-  
stated corporation, at the place designated in this certificate, I  
hereby agree to act in this capacity, and I further agree to comply  
with the provisions of all statutes relative to the proper and  
complete performance of my duties.

AUGUSTUS FISHER, III, RESIDENT AGENT

DATE: September 10, 1998

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