

P98000099129

TRANSMITTAL LETTER

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

SUBJECT: The NGD Management Corporation.

900002693759--0
-11/23/98--01085--011
*****78.75 *****78.75

Enclosed please find the following:

an original and one copy of the articles of incorporation of NGD Management Corp.
an original and one copy of the NGD Management Corporation's purpose.
an original and one copy of the registered agent name and address
a check for \$78.75 to cover Filing Fee & Certificate

From: Nicolas G. Duarte
402 E 51 Street
Hialeah, Florida 33013
(305) 687-0176

FILED
98 NOV 23 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SD
11/25

Article of Incorporation of the NGD Management Corporation Corp.
Page 1 of 3

The undersigned Incorporators, for the purpose of forming a Corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

Article 1
Name

- 1.1 The Name of the Corporation shall be NGD Management Corporation .

Article 2
Offices

- 2.1 The Principal Office of the Corporation in the State of Florida shall be located in the City of Miami, County of Dade, State of Florida. The Principal Office shall also be the Registered Office. The registered office address is 402 E. 51 Street, Hialeah, Florida .

Article 3
Certificates of Shares and Their Transfer

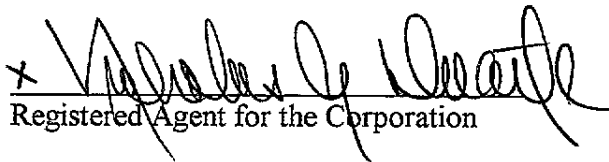
- 3.1 The Corporation is authorized to issue three hundred (1000) shares of common stock, non par value. If additional shares of stock are issued by the Corporation, the Original Incorporators have the right to buy additional shares of stock (preemptive rights) to keep the same percentage of stock ownership in the corporation. Shares of Stock cannot be transferred to a third party without the express authorization of the Board of Directors. Any share holder who desires to sell must first offer to the Corporation the right to buy back the shares at a fair price.
- 3.2 Certificates representing shares of the Corporation shall be consecutively numbered. A record shall be maintained of the persons to whom shares have been issued.
- 3.3 Shares may be transferred only in the stock transfer logs of the Corporation by the holder of record, who shall furnish to the Corporation treasurer proper proof of such transfer, and to whom the transfer was made.

FILED
98 NOV 23 AM 9:03
CLERK OF STATE
TALLAHASSEE, FLORIDA

Article of Incorporation of the NGD Management Corp.
Page 2 of 3

Article 4
Registered Agent

- 4.1 The Corporation Registered Agent is Nicolas Garcia Duarte at 402 E. 51 Street, Hialeah, Florida 33013. Telephone (305) 687-0176

x 
Registered Agent for the Corporation

Article 5
Meetings

- 5.1 The First meeting of Shareholders shall be held one month after incorporation for the purpose of electing corporate directors and officers, and for transacting initial business. Subsequent Annual Meeting of the Shareholders shall be held on the 15th day of August of each year beginning in the year 1999. Time and place of the meeting to be announced to all shareholders of record no later than 30 days prior to the meeting.
- 5.2 Each share entitled to vote is entitled to one vote. A record shall be kept of how each share was voted. A majority of the shares entitled to vote constitutes a quorum.

Article 6
Board of Directors and Officers

- 6.1 The business and affairs of the Corporation shall be managed by its Board of Directors
- 6.2 The number of directors will be determined at the first shareholder meeting.

Article of Incorporation of the NGD Management Corporation Corp.
Page 3 of 3

Article 8
Incorporators

8.1 The Original Incorporators are:

Nicolas G. Duarte residing at 402 E. 51 Street, Hialeah, Florida.

Concepcion D. Garcia residing at 402 E. 51 Street, Hialeah, Florida.

x Nicolas G. Duarte
Nicolas Duarte

11/18/98
Date

Concepcion D. Garcia
Concepcion D. Garcia

11-18-1998
Date

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.

x Nicolas G. Duarte
Nicolas Duarte

11/18/98
Date

FILED
98 NOV 23 AM 9:03
CLERK OF STATE
TALLAHASSEE, FLORIDA