



THE UNITED STATES  
CORPORATION  
COMPANY

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 327984 7190218

AUTHORIZATION :

Patricia Pizute

COST LIMIT : \$ 70.00

ORDER DATE : August 2, 1999

ORDER TIME : 10:56 AM

ORDER NO. : 327984-005

CUSTOMER NO: 7190218

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CUSTOMER: Ms. Donna J. Budd  
SHERMAN LAW OFFICES  
SHERMAN LAW OFFICES  
Suite 310  
1000 Corporate Drive  
Fort Lauderdale, FL 33334

DOMESTIC FILING

NAME: NATIONAL ASSET MANAGEMENT  
GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NATIONAL ASSET MANAGEMENT GROUP, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

NATIONAL ASSET MANAGEMENT GROUP, INC.

The address of the principal office of this corporation shall be 751 Park of Commerce Drive, Suite 106-108, Boca Raton, Florida 33487, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 5,000 shares of common stock having \$0.01 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

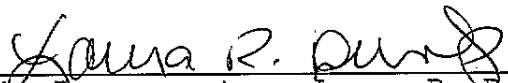
This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

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

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on August 3, 1999.

  
It's Incorporator, Laura R. Dunlap

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: \_\_\_\_\_

*Laura R. Dunlap*

It's Agent, Laura R. Dunlap  
Authorized Service Representative  
Corporation Service Company

DKS/agl