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Date 8.17.99

EFFECTIVE DATE  
8-17-99

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-08/20/99--01065--005  
\*\*\*\*122.50 \*\*\*\*\*78.75

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation for:

Nemuca, Inc.

All correspondence and inquiries should be forwarded to this office at the referenced address :

Tri Star Accounting Group, Inc.  
3200 N. Military Trail , Suite # 201  
Boca Raton, Florida 33431  
(561) 988-2004 Tel  
(561) 988-5343 Fax

FILED  
99 AUG 20 PM 1:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Sincerely,

Lou M. Taylor  
President

G. GALLMON-CASE AUG 25 1999

**EFFECTIVE DATE**  
**8-17-99**

**ARTICLES OF INCORPORATION  
OF**

**Nemuca, Inc.**

**ARTICLE I**

**CORPORATION NAME**

The name of this corporation is Nemuca, Inc.

**ARTICLE II**

**PURPOSE**

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III**

**CAPITAL STOCK**

This corporation is authorized to issue 100 shares of common stock.

The common stock of the Corporation shall have the following characteristics:

- (a) Par value shall be \$1.00 per share
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast (1) vote for each share of common stock owned. That a common stockholder is interested in a matter shall not disqualify him from voting thereon.
- (c) Except as otherwise provided by law, the entire voting power for the election of directors and all other purposes shall be vested exclusively in the holders of the outstanding stock.

**ARTICLE IV**

**TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE V**

The street address of the initial registered office of this Corporation is 8320 Bermuda Sound Way, Boynton Beach, FL 33436, the name of the initial registered agent of this Corporation is Edgar Brownstein. The Board of Directors may, from time to time, change the street address of the Corporation as well as the location of its principal office. The principal address of this Corporation is 8320 Bermuda Sound Way, Boynton Beach, FL 33436.

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**TALLAHASSEE, FLORIDA**

**ARTICLE VI  
INITIAL BOARD OF DIRECTORS**

The Corporation shall have one Director initially. The number of Directors may be increased from time to time by the by-laws, but shall never be less than one. The name and address of the initial Director of this Corporation is: Edgar Brownstein, 8320 Bermuda Sound Way, Boynton Beach, FL 33436.

**ARTICLE VII  
INCORPORATORS**

The name and address of the person signing these Articles are Edgar Brownstein, 8320 Bermuda Sound Way, Boynton Beach, FL 33436.

**ARTICLE VIII  
PRE EMPTIVE RIGHTS**

Every Shareholder, 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 rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.


**ARTICLE IX  
DATE OF CORPORATE EXISTENCE**

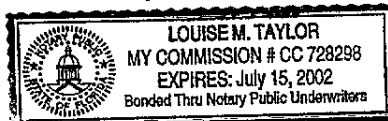
The date the beginning of the corporate existence of Nemuca, Inc., shall be at the time of subscription and acknowledgment of these articles.

**ARTICLE XI  
AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE ARTICLES OF INCORPORATION ON THIS 17th DAY OF August, 1999.

  
\_\_\_\_\_  
Edgar Brownstein  
Subscriber-Incorporator



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

In pursuance of Florida Statute 607.0501, the following is submitted in compliance with said act:

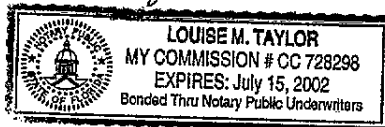
FIRST: Nemuca, Inc., desiring to organize under the Laws of the State of Florida, with its principal office in the Articles of Incorporation, in the City of Boynton Beach, County of Palm Beach, State of Florida, has named Edgar Brownstein, 8320 Bermuda Sound Way, Boynton Beach, FL 33436, the agent to accept services of process within the State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated Corporation, at the place designed in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said offices.



Edgar Brownstein  
Registered Agent



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