

Division of Corporations

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Florida Department of State

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT. COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

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99 OCT -5 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.**NEXT-GEN HUGHES COVE CORP.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

OF

NEXTGEN-HUGHES COVE CORP.

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

ARTICLE 1.

Name

The name of the corporation is:

NextGen-Hughes Cove Corp.

ARTICLE 2.

Existence

The corporation's existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE 3.

Purpose

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

Prepared by:
Robert A. Chaves, Esq.
Florida Bar No. 283525
Teschler Chaves Rubin & Forman, P.A.
2101 Corporate Blvd., Suite 107
Boca Raton, FL 33431
561-998-7847

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ARTICLE 4.

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Authorized Capital

The corporation is authorized to issue 5,000 shares of common stock, with a par value of \$1.00 per share.

ARTICLE 5.

Address

The address of the principal office of the corporation is 2665 South Bayshore Drive, Suite 420, Miami, Florida 33133 and its mailing address is 2665 South Bayshore Drive, Suite 420, Miami, Florida 33133.

ARTICLE 6.

Registered Office and Agent

The street address of the corporation's initial registered office is 2101 Corporate Blvd., Suite 107, Boca Raton, Florida 33431 of registered agent. The name of the initial registered agent at such office is M & W Agents, Inc.

ARTICLE 7.

Indemnification

To the fullest extent authorized or permitted by the Act, the corporation shall indemnify, and advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he or she is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he or she is or was an employee or agent of the corporation, or is or was serving at the request of the corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the corporation, or any person who is or was serving at the request of the corporation as a director or officer of another corporation, no employee or agent of the corporation may apply to any court for indemnification, or advancement of expenses, by the corporation.

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EMPIRE CORP

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ARTICLE 8.

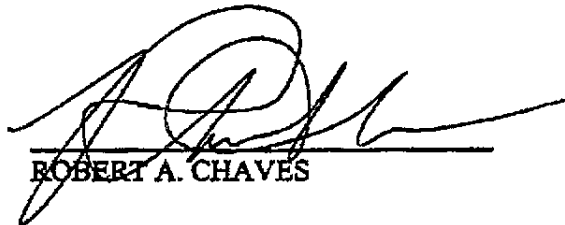
Incorporator

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The name and address of the incorporator of the corporation is Robert A. Chaves, Tescher Chaves Rubin & Forman, P.A., 2101 Corporate Blvd., Suite 107, Boca Raton, Florida 33431.

--oOo--

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on Oct 5, 1999.



ROBERT A. CHAVES

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EMPIRE CORP

305 541 3770 P.05/05

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ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with, and accept, the obligations set forth in Sections 48.091(2) and 607.0505 of the Florida Statutes.

M & W AGENTS, INC., a Florida corporation

By: 

ROBERT A. CHAVES, authorized officer

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