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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 : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

FLORIDA PROFIT CORPORATION OR P.A.

NEA Corp.

Certificate of Status	1
Certified Copy	0
Page Count	04
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B. McKnight NOV 16 1999

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
NEA Corp.

Article II. Address

The Corporation's mailing address is:
NEA Corp.
881 Ocean Drive, Apt. 3F
Key Biscayne FL 33149

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
AGIM Registered Agents, Inc.
1200 Brickell Avenue
Suite 900
Miami FL 33131

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Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Amparo Angel
Brigitte Nachtigall
Patricia Nachtigall
Andrea Nachtigall

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Robert R. Adams | FL Bar Member 863238
Adams, Gallinar, Iglesias & Meyer, P.A.
1200 Brickell Avenue
Suite 900
Miami FL 33131
305-416-6800
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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

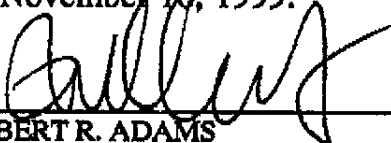
The name and address of the incorporator is:

Robert R. Adams
Adams, Gallinar, Iglesias & Meyer, P.A.
1200 Brickell Avenue
Suite 900
Miami FL 33131

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on November 16, 1999.

The undersigned incorporator executed these Articles of Incorporation on November 16, 1999.



ROBERT R. ADAMS
by L.A. Uriarte as attorney-in-fact

Robert R. Adams | FL Bar Member 863238
Adams, Gallinar, Iglesias & Meyer, P.A.
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

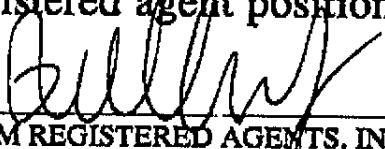
NEA Corp.

REGISTERED AGENT/OFFICE:

**AGIM Registered Agents, Inc.
1200 Brickell Avenue
Suite 900
Miami FL 33131**

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



**AGIM REGISTERED AGENTS, INC.
Luimar Saides, Assistant Secretary
by L.A. Uriarte as attorney-in-fact**

Date: November 16, 1999

**Robert R. Adams | FL Bar Member 863238
Adams, Gallinar, Iglesias & Meyer, P.A.
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