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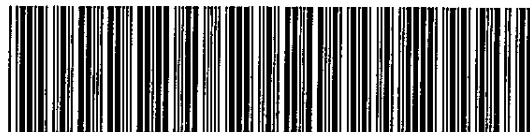
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICES
STEVEN M. ROSEN

ADMITTED TO PRACTICE IN
FLORIDA AND NEW YORK

5601 BUILDING
5601 BISCAYNE BOULEVARD
MIAMI, FLORIDA 33137
TELEPHONE: (305) 758-3100
FAX: (305) 756-7105
E-MAIL: smrlws@cs.com

April 21, 2004

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: NDI, Inc.

Dear Sir or Madam:

Please be advised that the undersigned attorney represents the principal of the above referenced corporation.

In conjunction therewith, I am enclosing an original and one copy of the Articles of Incorporation, together with my firm check in the amount of \$78.75, therein reflecting your filing fee.

Upon your receipt of these documents, kindly file same and return copies evidencing said filing to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,

STEVEN M. ROSEN

SMR/su
encls.
cc: Client
corp\walker\dep.state

ARTICLES OF INCORPORATION

OF
NDL INC.

FILED
04 APR 23 PM 4:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

CORPORATE NAME:

The name of the corporation is: NDI, INC.

The principal address of the corporation shall be:

290 N.W. 183rd Street
Miami, Florida 33169

ARTICLE II.

NATURE OF CORPORATE BUSINESS:

The corporation may engage in or transact any or all activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III.

CAPITAL STOCK:

The corporation is authorized to issue and have outstanding at any one time an aggregate number of 100 shares of one class of common stock having \$5.00 par value.

The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV.

PREEMPTIVE RIGHTS:

All shareholders of the corporation shall be vested with full preemptive rights.

ARTICLE V.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE:

The corporation's initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT:

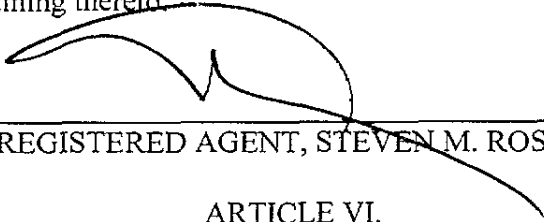
STEVEN M. ROSEN, ESQ.

INITIAL REGISTERED OFFICE:

5601 Biscayne Boulevard
Miami, Florida 33137

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT:

Having been named Initial Registered Agent to accept service of process on the corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.



REGISTERED AGENT, STEVEN M. ROSEN

ARTICLE VI.

INITIAL BOARD OF DIRECTORS:

The number of directors constituting the Initial Board of Directors of the corporation is ONE (1).

ARTICLE VII.

INITIAL DIRECTORS:


The names and address of the Initial Board of Directors is:

LARRY E. DILLARD
290 N.W. 183rd Street
Miami, Florida 33169

ARTICLE VIII.

INCORPORATORS:

The names and addresses of the Incorporator executing these Articles of Incorporation is:

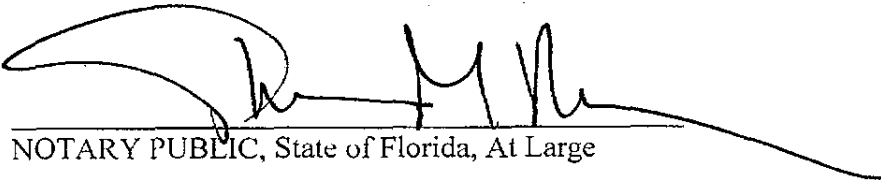


LARRY E. DILLARD
290 N.W. 183rd Street
Miami, Florida 33169

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, personally appeared LARRY E. DILLARD to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESSED my hand and official seal in the County and State named hereto above, this
20 day of April, 2004.


NOTARY PUBLIC, State of Florida, At Large

My Commission expires:

