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November 25, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

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-12/02/98--01028--001
*****70.00 *****70.00

Re: Amended and Restated Articles of Organization

Ladies and Gentlemen:

Enclosed please find two original sets of the Amended and Restated Articles of Organization for Nafta Distribution, Inc., together with a check for \$70.00 representing the filing fee. If you should have any questions or need additional information, please call me.

Sincerely,

Maria A. Martinez
Maria A. Martinez

Enclosures

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FILED
98 DEC -2 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TLL DEC 9 1998

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NAFTA DISTRIBUTION, INC.

FILED
98 DEC -2 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Original Articles of Incorporation filed with
the Florida Department of State on
September 6, 1994

On June 17, 1998, the Board of Directors and sole shareholder of Nafta Distribution, Inc. (the "Corporation"), duly adopted the following amended and restated articles of incorporation pursuant to the provisions of Sections 607.1003 and 607.1007 of the Florida Business Corporation Act:

ARTICLE I

Name

The name of the corporation is NUGRI CAPITAL GROUP, INC. (hereinafter called the "Corporation").

ARTICLE II

Principal Office

The address of the principal office and the mailing address of the Corporation is 8055 N.W. 77th Court, Suite 5, Miami, Florida 33186.

ARTICLE III

Capital Stock

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

| <u>Number of Shares Authorized</u> | <u>Par Value Per Share</u> | <u>Class of Stock</u> |
|--|--------------------------------|---------------------------|
| 1,000 | \$1.00 | common |

ARTICLE IV

Registered Office and Registered Agent

The street address of the Corporation's registered office in the State of Florida is 777 Brickell Avenue, Suite 1070, Miami, Florida 33131, and the name of its registered agent at such office is Louis R. Montello.

ARTICLE V

Indemnification

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

ARTICLE VI

Board of Directors

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on June 17, 1998.

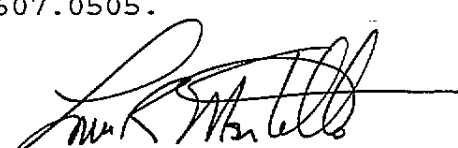
NAFTA DISTRIBUTION, INC.

By: _____


Ran Cohen,
President

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of NAFTA DISTRIBUTION, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.



Louis R. Montello,
Registered Agent

June 17, 1998

**CERTIFICATE
OF THE
PRESIDENT
OF
NAFTA DISTRIBUTION, INC.**

Pursuant to the provisions of Section 607.1007(4) of the Florida Business Corporation Act, the undersigned hereby certifies as follows:

(a) The Amended and Restated Articles of Incorporation of Nafta Distribution, Inc. (the "Corporation"), attached hereto contain certain amendments to the Corporation's Articles of Incorporation that require shareholder approval.

(b) The Corporation has only one class of capital stock outstanding and the Corporation's sole shareholder duly adopted all of the amendments set forth in the Corporation's Amended and Restated Articles of Incorporation by unanimous written consent on June 17, 1998, pursuant to Section 607.0704 of the Florida Business Corporation Act.

NAFTA DISTRIBUTION, INC.

By: _____

Ran Cohen,
President