

1/03/98

FLORIDA DIVISION OF CORPORATIONS

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STATE OF FLORIDA

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MIAMI FL 33135-

TALLAHASSEE FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: NORD-SUD ENTERPRISES, INC.

FAX AUDIT NUMBER: H960000000086

CURRENT STATUS: REQUESTED

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JAN-03-1998 10:34

ARTICLES OF INCORPORATION

of

NORD-SUD ENTERPRISES, INC.

ARTICLE I - CORPORATE NAME & ADDRESS

The name and address of the corporation is Nord-Sud Enterprises, Inc., c/o Accounting & Business Consultants, Inc., 790 E. Broward Blvd., Suite 302, Ft. Lauderdale, FL 33301.

ARTICLE II - DURATION

The corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE 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 thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1323 S.E. 17th Street #610, Ft. Lauderdale, FL 33316 and the name of the initial registered agent of this corporation at that address is

Peter Nord.
Stanley Feinerman, Enrolled Agent (305) 462-6043
740 E. Broward Blvd. Suite 302
Ft. Lauderdale, FL 33301

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial directors of this corporation is:

Name: Peter Nord
Address: 1323 S.E. 17th Street #610
Ft. Lauderdale, Fl. 33316
Name:
Address:

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is Peter Nord, 1323 S.E. 17th Street #610, Ft. Lauderdale, Fl. 33316.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2nd Day of January, 1996.

Peter Nord
, President

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STATE OF FLORIDA:

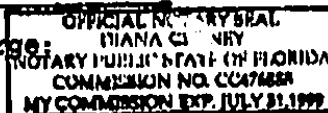
COUNTY OF Broward

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Peter Nord known to me and known by me to be the person who executed the foregoing Articles of Incorporation, or who has produced identification as shown below and did take an oath and who acknowledged his/her execution of the foregoing Articles of Incorporation to be his/her free act and deed.

IN WITNESS WHEREOF, I have herunto set my hand and affixed my seal, in the state and county aforesaid, this 2nd Day of January, 1996.

Norma C. Cheney
Notary Public

State of Florida at Large:



NOTARY CHECK ONE:

- () PERSON SIGNING DOCUMENT PERSONALLY KNOWN TO ME.
- () PERSON SIGNING DOCUMENT PROVIDED THE FOLLOWING FORM OF IDENTIFICATION:

Type: _____

Serial No.: _____

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

In pursuance of Chapter 607.34 of the Florida Statutes,
the following is submitted, in compliance with said act:

First that Nord-Sud Enterprises, Inc. desiring to organize
under the laws of the State of Florida with its principle
office, as indicated in the Articles of Incorporation at
the City of Ft. Lauderdale County of Broward
State of Florida has named
located at 1323 S.E. 17th Street #610, Ft. Lauderdale, FL 33316
County of Broward State of
Florida, as its agent to accept service of process within
the state.

ACKNOWLEDGEMENT:

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

By: *John A. [Signature]*

Registered Agent

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