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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY  
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STATE OF FLORIDA TALLAHASSEE, FL 32301  
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FAX: (904) 222-0000 CONTACT: KAY STORMON PHONE: (904) 541-3770 FAX: (305) 641-3770

((H96000007192))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: N & D WORLDWIDE CORP.

FAX AUDIT NUMBER: H96000007192

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Division of Corporations  
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May 3, 1996

Secretary of State  
P.O. Box 6327  
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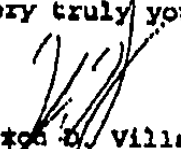
Re: Incorporation Documents

Dear Sir:

Enclosed for filing is an executed copy of the Articles of Incorporation and an executed copy of the registered agent's written acceptance of his appointment as registered agent N & D Worldwide Corp.

Please forward to me a copy of the documents showing the appropriate "Filed" and the time, day, month and year.

Very truly yours,

  
Nilda D. Villalobos

PREPARED BY:  
David S Hernandez  
210 N University Drive #502  
Coral Springs, FL 33071  
(305) 346-7288

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ARTICLES OF INCORPORATION

N & D Worldwide Corp.

The undersigned subscribes to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon acceptance of these Articles. This corporation is to be a Small Business Corporation as defined in Section 1244 Subdivision (c) (2) of the Internal Revenue Code.

ARTICLE I. Name. The name of the corporation is

N & D Worldwide Corp.

ARTICLE II. Term of Existence. This corporation shall have perpetual existence.

ARTICLE III. Nature of Business. This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV. Capital Stock. This corporation is authorized to issue 1,000 shares with \$1.00 par value.

ARTICLE V. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLE VII. Initial Registered Office and Agent. The street address of the initial registered office of this corporation is: 3758 N Andrews Avenue, Oakland Park, FL, 33334 and the name of the initial register agent of this corporation at that address is Nixon D. Villalobos.

ARTICLE VIII. Initial Board of Directors. The corporation shall have 2 Director(s) initially. The number of Directors may be either increased or diminished from time to time by the by-laws but never be less than one. The name and address of the initial Director(s) of this corporation

Are: Nixon D. Villalobos & Dirimo Gonzalez  
3758 N Andrews Avenue  
Oakland Park, FL 33334

ARTICLE IX. Officers. The initial officers of the corporation will be: Nixon D Villalobos, President/Secretary, and Dirimor Gonzales, Vice-President/Treasurer.

ARTICLE X. Incorporator. The person signing these Articles of Incorporation has the following name and address:

Nixon D. Villalobos  
3758 N Andrews Avenue  
Oakland Park, FL 33334

ARTICLE XI. By-Laws. The power to adopt, alter, amend or re-peal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII. Amendment. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

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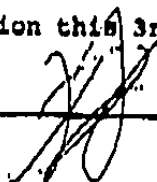
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ARTICLE XIII. The Street address of the Principal place of business is: 3758 N. Andrews Avenue, Oakland Pk, FL 33334.

ARTICLE XIV. The registered agent and the corporate officers are the same, at the place of business.

ARTICLE XV. The corporation shall be effective upon acceptance by the State of Florida of these articles.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3rd day of May, 1996

 (SEAL)

STATE OF FLORIDA }  
COUNTY OF BROWARD }

BEFORE ME, the undersigned authority, personally appeared, Nixon D. Villalobos, known to and known by me to be the person who executed the foregoing Articles of Incorporation and he/she acknowledged before me that he executed the same for the use and purposes therein expressed.

WITNESS my hand and official seal this 3rd day of May, 1996

\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires: \_\_\_\_\_

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CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Secretary of State  
of Florida  
Division of Corporations Department of State  
Tallahassee, FL 32304

I, Nixon D. Villalobos do hereby consent to serve as  
registered agent for the corporation, N & D Worlwide Corp.  
this 3rd day of May, 1996.

  
\_\_\_\_\_  
Nixon D. Villalobos

Address of registered agent:

3758 N Andrews Avenue  
Oakland Park, FL 33334

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TALLAHASSEE, FLORIDA

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