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NAME: NEW RIVER DEVELOPMENT, INC.

AUDIT NUMBER.....H96000012204

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 3, 1996

RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN

SUBJECT: NEW RIVER DEVELOPMENT, INC.
REF: W96000018339

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

Fax Audit No. H96- 12204

**ARTICLES OF INCORPORATION
OF
NRD GROUP, INC.**

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ARTICLE I -- NAME

The name of this corporation is NRD GROUP, INC.

ARTICLE II -- PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation are:

65 NW 168th Street
North Miami Beach, Florida 33169.

ARTICLE III -- PURPOSE

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

ARTICLE IV -- CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is Two Thousand (2000) shares of common stock, all of which are to have a par value of One Cent (\$.01).

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

65 NW 168th Street
North Miami Beach, Florida 33169;

and the name and address of the initial registered agent of this corporation are:

Name

Address

Saby Behar

65 NW 168th Street
North Miami Beach, Florida 33169.

This instrument prepared by:
Marc J. Stone, Esquire
Florida Bar No. 724920
RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN
2500 First Union Financial Center
Miami, Florida 33131-2336
Telephone: 305-374-7580

Fax Audit No. 1196- 12204**ARTICLE VI -- COMMENCEMENT**

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE VII -- INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of three (3) persons. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the corporation, but shall never be fewer than one. The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Roberto Kassin	65 NW 168th Street North Miami Beach, Florida 33169;
Saby Behar	65 NW 168th Street North Miami Beach, Florida 33169;
Granvil Tracy	65 NW 168th Street North Miami Beach, Florida 33169.

ARTICLE VIII -- INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator are:

<u>Name</u>	<u>Address</u>
Saby Behar	65 NW 168th Street North Miami Beach, Florida 33169.

ARTICLE IX -- BY-LAWS

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

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This corporation shall indemnify any officer, director and incorporator, or any former officer, director and incorporator, of this corporation to the fullest extent permitted by law.

ARTICLE XI--AMENDMENT

This 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.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof and in acceptance of his appointment as registered agent therein this 27th day of August, 1996.



Sam Behar, Incorporator and
Registered Agent