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THEODORE DANIELS

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January 28, 1997

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-01/31/97--01037--016
****122.50 ****122.50

Re: NDS Enterprises, Inc.

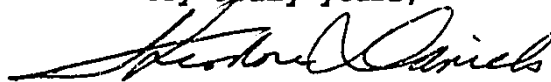
Dear Sirs and Mesdames:

Enclosed are an original and one (1) copy of the articles of incorporation for the above corporation and a check in the amount of \$122.50

Kindly return the official receipt and certified copy to the undersigned at the above address.

Thank you.

Very truly yours,



Theodore Daniels

td/ft
7880
Encl.
via fedex

JAN 30

BSB

FILED
97 JAN 30 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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97 JAN 30 AM 9:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

NDS ENTERPRISES, INC.

ARTICLE I NAME

The name of the corporation shall be: NDS ENTERPRISES, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

23269 South State Road 7
Boca Raton, Florida 33434

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares, all of which shall be common shares, without par value.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The initial registered agent's name and address is:

Theodore Daniels, Esq.
4400 North Federal Highway
Boca Raton, Florida 33431

ARTICLE V INCORPORATION

The name and street address of the incorporator to these Articles of Incorporation is:

Neal Schwartz
251-174th Street
Miami Beach, Florida 33160
Apartment 2120

The undersigned has executed these Articles of Incorporation the 17 day of January, 1997.


Neal Schwartz, Incorporator

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provision of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered officer/registered agent, in the state of Florida:

1. The name of the corporation is: NDS ENTERPRISES, INC.
2. The name and address of the registered agent and office is :

Theodore Daniels, Esq.
4400 North Federal Highway
Boca Raton, Florida 33431

Signature

Neal Schwartz

Title: President

Date: January 17, 1997

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Theodore Daniels

January 17, 1997