

LAW OFFICES
SOULE, LEAL & ASSOCIATES, P.A.

JAMES L. SOULE *
ELIANA M. LEAL
JAMES MARTZ
ELISE GROSS, LL.M.
ANDREA R. GUNDERSEN

* MEMBER OF THE FEDERAL BAR

7471 WEST OAKLAND PARK BOULEVARD, SUITE 110
FORT LAUDERDALE, FLORIDA 33319
TEL: (954) 572-2121 • FAX: (954) 572-2125
TOLL FREE: 1-888-572-2121

555 SOUTH FEDERAL HIGHWAY, SUITE 400
BOCA RATON, FLORIDA 33432
TEL: (561) 750-8028

LAURA UPP †
BONNIE H. LURER †
RACHEL RAFF †
KAREN VERNA †

† LEGAL ASSISTANT

June 16, 1997

P97000054896

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: I.V.D. International, Inc.

700002218647--5
-06/20/97--01086--006
*****78.75 *****78.75

To Whom It May Concern:

Enclosed please find the following:

1. Original Articles of Incorporation;
2. Certificate of Designation of Registered Agent; and
3. Copy of Articles of Incorporation;
4. Transmittal Letter; and
5. Check for \$78.75 for the filing fee.

Please see the Articles for the effective date.

If you have any questions, please do not hesitate to contact the undersigned should you have any questions.

Very truly yours,

Elise Gross

Elise Gross, Esquire
For the Firm

enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 20 AM 10:24

D. BROWN JUN 23 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 20 AM 10:24

ARTICLES OF INCORPORATION

of

I.V.D. INTERNATIONAL, INC.

Article I

The name of the corporation is: I.V.D. INTERNATIONAL, INC.

Article II

This corporation shall exist perpetually unless sooner dissolved according to law, commencing on the date of execution and acknowledgement of these articles or the date the Articles are received by the Department of State, Division of Corporations, if the former is not acceptable.

Article III

The general nature of the business and the objects and purposes to be transacted are the importing and exporting of commercial goods and services.

Article IV

This shall be a for profit corporation with the directors elected in a manner to be specified in the bylaws.

Article V

The street address of the initial registered office of this corporation is 7471 W. Oakland Park Blvd., Suite 110, Ft. Lauderdale, Florida 33319, and the name of the initial registered agent of this corporation at that address is James L. Soule.

Article VI

The names of the incorporators signing these articles is: Ilia Drachline, 15 First Street of Yamskoi Fields, Office 306, Moscow, Russia 125124; Danial Dmitriyev, 15 First Street of Yamskoi Fields, Office 306, Moscow, Russia 125124; and Alex Moisseev, 2811 N.E. 52nd Court, Lighthouse Point, Florida 33064.

Article VII

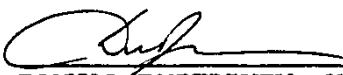
The principle place of business and mailing address will be 2811 N.E. 52nd Court, Lighthouse Point, Florida 33064.

ARTICLE VIII

The number of shares that this corporation is authorized to have outstanding at any one time is 100 shares and each share shall have a par value of \$1.00.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 16th day of June, 1997.


ILIA PRACHLINE, President


DANILA DMITRIYEV, Vice -
President


ALEX MOISSEEV, Treasurer

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 20 AM 10:24

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: I.V.D. INTERNATIONAL, INC.

2. The name and address of the registered agent and office is:

James L. Soule, Esq.

(Name)

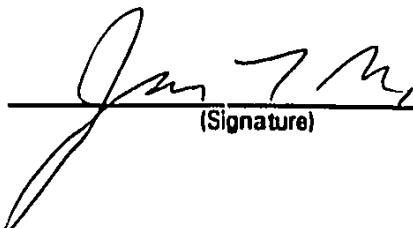
7471 W. Oakland Park Blvd., Suite 110

(P.O. Box not acceptable)

Ft. Lauderdale, FL 33319

(City/State/Zip)

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.


(Signature)