



from the desk of

Zeev Vigdor

11821 S.W. 57 COURT, MIAMI
TEL. (305) 665-2800 FAX. 661-0506

PA7000083224

Secretary of State
Division of Corporations
Tallahassee / Florida.

Dear Sirs,

600002295656--3
-09/17/97--01077--003
****122.50 ****122.50

Please file the Articles of Incorporation for ~~NER, Inc.~~

Attached is a check for \$ 122.50 covering the filing and a certified copy.
Kindly use the Fed-Ex airwaybill, prepaid, to return the filed docs.

Thanking you in anticipation, I remain,

Sincerely yours,

Zeev Vigdor.

Encl.

2589 2544
W97-21631

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 25 PM 2:59

9/25/97



from the desk of
Zeev Vigdor

11821 S.W. 57 COURT, MIAMI
TEL. (305) 665-2800 FAX. 661-0506

24. Sep. 1997

Florida Dept. of State
Division of Corporations
Tallahassee / Florida

Att. Mrs. C. Golden.

Dear Mrs. Golden,

Pusuant to our telephone conversation we hereby attach the corrected documents.

Please file accordingly and send back with Fed-Ex.

Thanking you in anticipation. We remain,

Sincerely yours,

Zeev Vigdor.

Encl.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 25 PM 2:59



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 25 PM 2:59

September 19, 1997

ZEEV VIGDOR
11821 SW 57 COURT
MIAMI, FL 33156

SUBJECT: NER, INC.
Ref. Number: W97000021631

We have received your document for NER, INC.. However, the document has not been filed and is being returned for the following:

You must list the corporation's principal office and/or a mailing address in the document.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 697A00046624

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DIVISION OF CORPORATIONS
97 SEP 25 PM 2:59

ARTICLES OF INCORPORATION.

OF

NER of Miami, Inc.

ARTICLE I - NAME

The name of this Corporation is:- NER of Miami, Inc.

ARTICLE II - DURATION

The duration of this Corporation shall be perpetual.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607, of the Florida Statutes.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is One Hundred (100) shares at ONE DOLLAR & no/00 (\$1.00) per value, all of which are the same class, and are to be common shares.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder shall have the right to purchase his pro rata share of any new stock of this Corporation at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is as well as the Principal office address of the corporation is:

11821 SW 57 Court.
Miami, Florida 33156

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) Directors initially. The number of Directors may be increased from time to time by the By-Laws, but shall never be less than one

The names and addresses of the Initial Director(s) are:-

<u>NAME.</u>	<u>ADDRESS.</u>
Zeev Vigdor	11821 S.W. 57 Court, Miami, FL.33156
Ruth Vigdor	11821 S.W. 57 Court, Miami, FL.33156

ARTICLE VIII - INCORPORATOR

The name and address of the person that is signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS.</u>
Zeev Vigdor	11821 S.W. 57 Court, Miami, FL.33156

ARTICLE IX - BY - LAWS

By-Laws may be repealed or amended, and new By-Laws may be adopted by either the Board of Directors, or the Shareholders, but the Board of Directors may not amend or repeal any By-Laws adopted by the Shareholders, if the Shareholders specifically provide such By-Laws not subject to amendment or repeal by Directors.

ARTICLE X - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the Shareholders of this corporation to any plan or merger shall be required in every case, whether or not such approval is required By-Law.

ARTICLE XI - MANAGEMENT OF CORPORATION

All corporate powers shall be exercised by or under the authority of and the business and affairs of this corporation shall be managed under the direction of the Shareholders of this corporation.

ARTICLE XII - INDEMNIFICATION

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

ARTICLE XIII - 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.

ARTICLE XIV - DIRECTOR'S COMPENSATION

The Shareholders of this corporation shall have the exclusive authority to fix the compensation of the Directors of this Corporation.

ARTICLE XV - ASSETS

This Corporation shall have all of the corporate powers enumerated in the Florida General corporation Act, except that this corporation shall not have the power to sell, mortgage, or pledge all or substantially all of its property and assets without prior Shareholders' approval.

ARTICLE XVI - PREFERENCE, LIMITATIONS, AND RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK

SECTION 1. DIVIDENDS

The holders of record of the Common shares of this Corporation shall be entitled to dividends at such times as the Corporation is authorized to pay dividends.

SECTION 2. RIGHTS UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution, or winding up of this Corporation, the holders of record of the outstanding Common Shares shall be paid from the remaining assets of the corporation ratably.

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SECTION 3. VOTING RIGHTS

IN WITNESS WHEREOF, THE UNDERSIGNED Incorporator has executed these Articles of Incorporation this

(Seal)

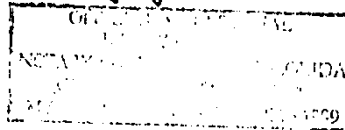
STATE OF FLORIDA)

SS.

me that he executed these Articles of Incorporation.

my official seal, in the County & State aforesaid, this

Notary Public State of Florida, at large.

**My Commission Expires:**

ACCEPTANCE OF REGISTERED AGENT