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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
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NAME: NOVA DISTRIBUTORS GROUP, INC.

AUDIT NUMBER.....H97000018913

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

CERT. OF STATUS..1

PAGES..... 3 (5)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 11/14/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 13, 1997

FAS-T CORP. AGENTS, INC.

SUBJECT: NOVA DISTRIBUTORS GROUP, INC.
REF: W97000025714

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the entity must be identical throughout the document.

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) 487-6919.

Beth Register
Corporate Specialist Supervisor

FAX Aud. #: H97000018913
Letter Number: 497A00054672

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ARTICLES OF INCORPORATION
OF

97 NOV 14 AM 8:58

NOVA DISTRIBUTORS GROUP, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE 1 NAME

The name of the corporation shall be:

NOVA DISTRIBUTORS GROUP, INC.

The principal place of business of this corporation shall be:
8206 NW 64 ST
MIAMI, FL 33166

ARTICLE 11 NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE 111 CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 1,000 Shares at \$1.00 par value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

SIMON MORYOUSSEF-DIRECTOR
8206 NW 64 ST
MIAMI, FL 33166

SANJEEV KHETI-PRESIDENT
204 FAIRVIEW PLACE
MORRIS PLAINS, NJ 07950

Prepared by: Julio A Benitez (305) 274-9620
10300 Sunset Dr Ste 260
Miami, FL 33173-3014

articles.01

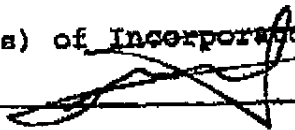
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

SIMON MORYOUSSEF
8206 NW 64 ST
Miami, FL 33166

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 5th day of November, 1997.

Signature(s) of Incorporator(s)



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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:

NOVA DISTRIBUTORS GROUP, INC.

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

SIMON MORYOUSSEF 8206 NW 64 ST

Miami, FL 33166

SIGNATURE 

(corporate officer)

TITLE Director

DATE 11/6/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE 

DATE 11/6/97

REGISTER AGENT FILING FEE:

articles.03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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