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EDWARD A. KALISH
ATTORNEY AT LAW
5760 SOUTHWEST 116TH STREET
CORAL GABLES, FLORIDA 33156-5033
TELEPHONE (305) 668-2580
FACSIMILE (305) 668-2581

February 23, 1998

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

700002440677-2
-02/25/98--01071--014
***131.25 ***131.25

RE: Noved Enterprises, Inc.

Dear Madam or Sir:

Enclosed are two (2) counterpart originals of the Articles of Incorporation of Noved Enterprises, Inc., together with my client's check, payable to the Florida Secretary of State, in the amount of \$131.25.

At your earliest possible convenience, please file one counterpart original of the enclosed Articles of Incorporation, and forward to me in the enclosed pre-addressed and stamped envelope a Certificate of Status for the newly filed corporation, and a certified copy of the filed Articles of Incorporation (using the second counterpart original enclosed herewith).

Thank you in advance for your assistance in this matter.

Very truly yours,

Edward A. Kalish

EDWARD A. KALISH

Enclosures: As Stated

98 FEB 25 AM 9:59
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98-2-26-98

**ARTICLES OF INCORPORATION
OF
NOVED ENTERPRISES, INC.**

FILED
98 FEB 25 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, a natural person competent to contract, hereby adopts the following Articles of Incorporation for the formation of a corporation under the provisions of Chapter 607, Florida Statutes, the Florida Business Corporation Act.

**ARTICLE I
NAME**

The name of this corporation is **NOVED ENTERPRISES, INC.**

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of this corporation's initial principal office, and this corporation's initial mailing address, is **3052 Virginia Street, Coconut Grove, Florida 33133**. The Board of Directors may, from time to time, move this corporation's principal office to any other address in Florida.

**ARTICLE III
SHARES OF STOCK**

The number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is **100 shares of common stock, having a par value of \$1.00 per share.**

**ARTICLE IV
PREEMPTIVE RIGHTS**

This corporation elects to have the preemptive rights set forth in Section 607.0630, Florida Statutes (1997), as such section may be amended from time to time hereafter.

T.R.

ARTICLE V
INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The Florida street address of this corporation's initial registered office is **3052 Virginia Street, Coconut Grove, Florida 33133**. The name of this corporation's initial registered agent at such initial registered office is **Devon Rifkin**.

ARTICLE VI
INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
Devon Rifkin	3052 Virginia Street Coconut Grove, Florida 33133

ARTICLE VII
DIRECTOR

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time in the manner provided in this corporation's bylaws, or by an action duly adopted by this corporation's shareholders, but shall never be less than one (1).

ARTICLE VIII
INITIAL DIRECTOR

The name and address of the individual who is to serve as this corporation's initial director is:

<u>NAME</u>	<u>ADDRESS</u>
Devon Rifkin	3052 Virginia Street Coconut Grove, Florida 33133

D. R.

ARTICLE IX
PURPOSES AND POWERS

This corporation is formed for the purpose of transacting, promoting, carrying on, and engaging in, any lawful act, activity or business for which corporations may be organized under the laws of the State of Florida.

This corporation shall have all of the powers vested in a corporation organized under, and existing by virtue of, the laws of the State of Florida.

ARTICLE X
AMENDMENT

These Articles of Incorporation, or any amendment to them, may be amended or repealed in the manner provided by Florida law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 23rd day of February, 1998.



DEVON RIFKIN

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing Articles of Incorporation were sworn to, subscribed and acknowledged before me this 23rd day of February, 1998, by Devon Rifkin. Devon Rifkin is personally known to me.





[signature of Notary Public]

EDWARD A. KALISH

[typed or printed name of Notary Public]

Notary Public, State of Florida


My Commission Number is: CC-609852

My Commission expires: 4-22-2001

**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA, AND NAMING REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 607.0501 AND SECTION 48.091, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

**NOVED ENTERPRISES, INC., DESIRING TO ORGANIZE UNDER THE LAWS OF
THE STATE OF FLORIDA, HAS NAMED DEVON RIFKIN, LOCATED AT 3052 VIRGINIA
STREET, COCONUT GROVE, FLORIDA 33133, ITS REGISTERED AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.**



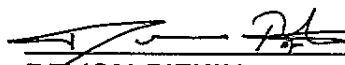
DEVON RIFKIN

INCORPORATOR
TITLE

FEBRUARY 23, 1998
DATE

FILED
98 FEB 25 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT 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.



DEVON RIFKIN

FEBRUARY 23, 1998
DATE