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NOVEX SYSTEMS INTERNATIONAL INC
Form 8-K/A
October 11, 2002

FORM 8-K/A

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): October 9, 2002

NOVEX SYSTEMS INTERNATIONAL, INC.
(Exact name of registrant as specified in its charter)

| | | |
|--|-------------------------------------|-------------------------------------|
| New York (State of Jurisdiction) | 0-26112 (Commission File Number) | 41-1759882 (IRS Employer ID No.) |
| 16 Cherry Street (Address of Principal Executive offices) | Clifton, New Jersey | 07014 (Zip Code) |

Registrant's telephone number, including area code 973-777-2307

| Title of each class ----- | Name of each exchange on which registered ----- |
|-------------------------------|---|
| Common Stock \$.001 par value | OTC Electronic Bulletin Board |

DOCUMENTS INCORPORATED BY REFERENCE

| Location in Form 8-K/A ----- | Incorporated Document ----- |
|---------------------------------|--------------------------------|
| None | None |

- Item 1. Changes in Control of Registrant. None
- Item 2. Acquisition or Disposition of Assets. None.
- Item 3. Bankruptcy or Receivership. None
- Item 4. Changes in Registrant's Certifying Accountant.

(A.) The registrant's board of directors has voted not to reappoint Feldman Sherb & Co., P.C. ("Feldman Sherb") as its independent accountants effective October 9, 2002. The registrant's primary reason for changing auditors resulted from the registrant's plan to lower its operating costs, including fees paid for independent auditing work.

No report by Feldman Sherb on the company's financial statements for either of the past two fiscal years contained an adverse opinion or a disclaimer of opinion, or was qualified or modified as to uncertainty, audit scope, or accounting principles, except for the years ended May 31, 2000 and 2001, which contained an explanatory paragraph regarding the registrant's ability to continue as a going concern.

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During the Company's two most recent fiscal years and the interim period preceding the date of Feldman Sherb's dismissal, the registrant had no disagreement with Feldman Sherb on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of Feldman Sherb, would have caused Feldman Sherb to make a reference thereto in Feldman Sherb's report on the consolidated financial statements for such periods.

Feldman Sherb has not advised the registrant of any reportable event as defined in paragraphs (A) through (D) of Regulation S-K Item 304 (a) (1) (v).

The registrant, contemporaneously with the filing of the Form 8-K on October 10, 2002, provided Feldman Sherb with a copy of this disclosure and requested that Feldman Sherb furnish a letter to the registrant, addressed to the Securities and Exchange Commission, stating that it either agrees or disagrees with the statements made by the registrant herein. Feldman Sherb's response is attached to this Form 8-K/A as Exhibit 16.1.

(B). The firm of Radin, Glass & Co., LLP has been engaged by the registrant as its independent certified accountants with the approval of its full board of directors.

- Item 5. Other Events. None.
- Item 6. Resignation of Registrant's Directors. None.
- Item 7. Financial Statements and Exhibits. None.
- Item 8. Change in Fiscal Year. None.
- Item 9. Sales of Equity Securities Pursuant to Regulation S. None

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Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in capacities and on the dates indicated and is duly authorized.

NOVEX SYSTEMS INTERNATIONAL, INC.

By: /ss/ Daniel W. Dowe

Daniel W. Dowe, President

Dated: October 11, 2002

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