NOVEX SYSTEMS INTERNATIONAL INC Form SC 13G/A August 07, 2001

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

SCHEDULE 13G/A

INFORMATION STATEMENT PURSUANT TO RULES 13D-1 AND 13D-2 UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 1) *

NOVEX SYSTEMS INTERNATIONAL, INC. (NAME OF ISSUER)

COMMON STOCK, PAR VALUE \$.001 PER SHARE (TITLE OF CLASS OF SECURITIES)

670019 10 8 (CUSIP NUMBER)

July 31, 2001

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

|_| Rule 13d-1 (b) |X| Rule 13d-1 (c)

|_| Rule 13d-1 (d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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- NAME OF REPORTING PERSON, I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): Little Wing, L.P., 13-3778596
- 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*:

(a) |_|

(b) |X|

- 3. SEC USE ONLY
- 4. CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware NUMBER OF SHARES 5. SOLE VOTING POWER:

Edgar Filing: NOVEX SYSTEMS INTERNATIONAL INC - Form SC 13G/A BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 6. SHARED VOTING POWER: 2,987,130 7. SOLE DISPOSITIVE POWER: 8. SHARED DISPOSITIVE POWER: 2,987,130 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 2,987,130 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:* PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9): 12.14% 11. 12. TYPE OF REPORTING PERSON*: PN * See Instructions before filling out! CUSIP NO. 670019 10 8 13G Page 3 of 9 Pages NAME OF REPORTING PERSON, I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): Tradewinds Fund Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*: (a) |_| (b) |X| 3. SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION: British Virgin Islands 4. SOLE VOTING POWER: NUMBER OF SHARES 5. BENEFICIALLY OWNED 6. BY EACH REPORTING SHARED VOTING POWER: 1,104,439 PERSON WITH 7. SOLE DISPOSITIVE POWER: 8. SHARED DISPOSITIVE POWER: 1,104,439 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 1,104,439 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:* 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9): 4.49% TYPE OF REPORTING PERSON*: CO 12 _____ * See Instructions before filling out! CUSIP NO. 670019 10 8 13G Page 4 of 9 Pages

NAME OF REPORTING PERSON, I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): Quilcap Corp., 13-3780878

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*: 2.. (a) |_| (b) |X|

3. SEC USE ONLY

9.

1.

2.

9.

4. CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

NUMBER OF SHARES BENEFICIALLY OWNED 5. SOLE VOTING POWER:

- BY EACH REPORTING PERSON WITH 6. SHARED VOTING POWER: 2,987,130
 - 7. SOLE DISPOSITIVE POWER:
 - 8. SHARED DISPOSITIVE POWER: 2,987,130
- AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 2,987,130
- 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:*
- PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9): 12.14% 11.
- 12. TYPE OF REPORTING PERSON*: CO

* See Instructions before filling out!

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- NAME OF REPORTING PERSON, I.R.S. IDENTIFICATION NO. OF ABOVE PERSON 1. (ENTITIES ONLY): Quilcap International Corp., 13-3868725
- 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*:

(a) |_|

(b) |X|

- 3. SEC USE ONLY
- CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware 4.

NUMBER OF SHARES

5. SOLE VOTING POWER: 0

BENEFICIALLY OWNED

BY EACH REPORTING

6. SHARED VOTING POWER: 1,104,439

PERSON WITH

- 7. SOLE DISPOSITIVE POWER: 0
- 8. SHARED DISPOSITIVE POWER: 1,104,439
- 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 1,104,439
- CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:*
- 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9): 4.49%
- TYPE OF REPORTING PERSON*: CO 12

* See Instructions before filling out!

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Amendment No. 1 to Schedule 13G of Little Wing, L.P ("Little Wing"), Tradewinds Fund Ltd. ("Tradewinds"), Quilcap Corp. ("Quilcap Corp."), and Quilcap International Corp. ("Quilcap International") with respect to the common stock, par value \$.001 per share (the "Common Shares") of Novex Systems International, Inc. (the "Company").

ITEM 1 (a) NAME OF ISSUER: Novex Systems International, Inc.

ITEM 1 (b)	ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES: 16 Cherry Street Clifton, New Jersey 07014			
ITEM 2 (a)	NAME OF PERSON FILING: Little Wing, L.P. ("Little Wing") Tradewinds Fund Ltd. ("Tradewinds") Quilcap Corp. ("Quilcap Corp.") Quilcap International Corp. ("Quilcap International")			
ITEM 2 (b)	ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:			
	Little Wing, L.P. c/o Quilcap Corp. 153 East 53rd Street Suite 2600 New York, NY 10022			
	Tradewinds Fund Ltd.			
	c/o Quilcap International Corp. 153 East 53rd Street Suite 2600 New York, NY 10022			
	1011, 11 10000			
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	Quilcap Corp. 153 East 53rd Street Suite 2600 New York, NY 10022			
	Quilcap International Corp. 153 East 53rd Street Suite 2600 New York, NY 10022			
ITEM 2 (c)	CITIZENSHIP: Little Wing is a limited partnership organized under the laws of the State of Delaware. Quilcap Corp. and Quilcap International are each corporations organized under the laws of the State of Delaware. Tradewinds is a corporation organized under the laws of the British Virgin Islands.			
ITEM 2 (d)	TITLE OF CLASS OF SECURITIES: Common Stock, Par Value \$.001 Per Share (the "Common Shares")			
ITEM 2 (e)	CUSIP NUMBER: 670019 10 8			
ITEM (3)	IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B), OR 13D-2(B) or (C), CHECK WHETHER THE PERSON FILING IS A:			
	(a) () Broker or Dealer registered under Section 15 of			
	the Securities Exchange Act of 1934 (the "Act") (b) () Bank as defined in Section 3(a)(6) of the Act			
	(c) () Insurance Company as defined in Section 3(a)(19) of the Act			
	(d) () Investment Company registered under Section 8 of the Investment Company Act of 1940			
	(e) () An investment adviser in accordance with Rule			

E	dgar Fili	ng: NO	VEX S	SYSTEMS INTERNATIONAL INC - Form SC 13G/A
		(f) (g) (h)		13d-1(b)(1)(ii)(E); An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F); A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G); A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
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		(i)	()	A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
		(j)	()	
X	If this	state	ment i	s filed pursuant to Rule 13d-1(c), check this box.
ITEM 4.		OWNER	SHTP	
11111 4.		(a)		t Beneficially Owned: ,569
		(b)	16.63 to be	ntage of Class: % (based on the 24,598,988 Common Shares reported outstanding in the Issuer's Form 10-QSB for the d ended February 28, 2001)
		(c)	Numbe	r of shares as to which such person has: sole power to vote or to direct the vote: -0- shared power to vote or to direct the vote: 4,091,569
			(iii)	sole power to dispose or to direct the disposition of: -0-
			(iv)	shared power to dispose or to direct the disposition of: 4,091,569
to vote an	onal is to	the in	vestme its Cc	e general partner of Little Wing. Quilcap nt manager to Tradewinds. Little Wing has the power mmon Shares, which power may be exercised by Parker cap Corp., the general partner to Little Wing.

Tradewinds has the power to vote and dispose of the Common Shares owned by it, which power may be exercised by Parker Quillen, as President of Quilcap International, the investment manager to Tradewinds.

- ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS Not applicable.
- ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON Not applicable.
- ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY. Not applicable.

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 7, 2001

LITTLE WING, L.P. QUILCAP CORP.

By: Quilcap Corp., General Partner

By: /s/ Parker Quillen By: /s/ Parker Quillen

_____ Parker Quillen, President

Parker Quillen, President

QUILCAP INTERNATIONAL CORP. TRADEWINDS FUND LTD.

By: Quilcap International Corp.

By: /s/ Parker Quillen By: /s/ Parker Quillen

Parker Quillen, President Parker Quillen, President