

F96000004552

Requester Name _____

Address _____

Phone # _____

Sabra Corp. (DE)
P.O. Box 630081
Miami, FL 33163

STATE OF FLORIDA
09/04/96--01168--001
****78.75 ****79.75

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Sabra Corporation (Corporation Name) _____ (Document #) _____
2. _____ (Corporation Name) _____ (Document #) _____
3. _____ (Corporation Name) _____ (Document #) _____
4. _____ (Corporation Name) _____ (Document #) _____

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Examiner's Initials

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MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF SABRA CORPORATION

A special meeting of the Board of Directors was held on the twenty seven day of August, at 10.00 o'clock A.M. at 725 Market Street in the City of Wilmington County of New Castle, pursuant to written waiver of notice thereof signed by all the directors, fixing said time and place.

Abraham Benalal acted as Chairman and Mr. R. Molcho served as Secretary of the meeting.

The Chairman announced that the following Directors, constituting the full Board of Directors of this corporation were present:

Abraham Benalal appointed and acting as President, vice-president and Treasurer of Sabra Corporation

Mr. Ron Molcho appointed and acting as Secretary of Sabra Corporation.

The Chairman stated that the purpose of the meeting was to approve transacting business in the State of Florida in any lawful act or activity for which corporations may be organized under the Florida Statutes laws.

To file and application with the State of Florida for a certificate of authority to transact business in the State of Florida under the alternate name of SABRA CORP. (DE.)

To maintain a registered office at 7777 NE Bayshore Court Suite 102 Miami, Florida 33138 (Mailing address Postal Office Box < P. O. Box> 530081 Miami, FL 33153).

The registered agent in charge thereof is Abraham Benalal resident in the State of Florida, Dade County, with address at 7777 NE Bayshore CT, Miami, Florida 33138.

Mr. Abraham Benalal is also designated as President and Treasurer of Sabra Corp. (DE.), for all operations transacted at Florida.

As set and signed below Mr. Abraham Benalal accepts the obligation of that position.

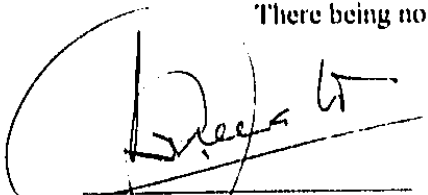
Upon motion duly made, seconded and carried, it was

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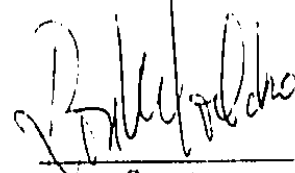
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RESOLVED, That the process to apply for authority with the State of Florida be adopted and that the proper officers are hereby authorized to take the necessary steps to implement this plan

There being no further business, the meeting upon motion adjourned

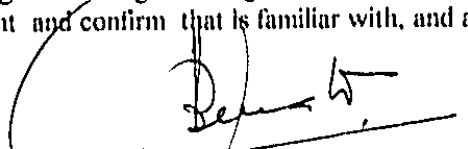


Chairman



Secretary

Abraham Benalal designated as registered agent for Sabra Corp. (DE.) accepts as signed below this appointment and confirm that is familiar with, and accepts, the obligation of that position.



Abraham Benalal

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TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. SABRA Corporation (Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. DELAWARE (State or country under the law of which it is incorporated) 3. 65-0152731 (FEI number, if applicable)

4. 11-09-89 (Date of Incorporation) 5. PERPETUAL (Duration: Year corp. will cease to exist or "perpetual")

6. AFTER OBTAINING AUTHORITY TO TRANSACT BUSINESS IN FLORIDA (Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. P.O. Box 530081 MIAMI, FL. 33153 (Current mailing address)

8. MAIL ORDER (Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: ABRAHAM BEVAIAL

Office Address: 777 N. F. BAYSHORE CT #102.

MIAMI, Florida, 33138 (Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

FILED 09 SEP 13 PM 12:14 SECTION 607.1503 F.S. DEPARTMENT OF STATE

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: ABRAHAM BENALAL.

Address: 7777 N.E. BAYSHORE COURT #102.
MIAMI, FL. 33138.

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: ABRAHAM BENALAL.

Address: 7777 N.E. BAYSHORE CT #102.
MIAMI, FL. 33138.

Vice President: _____

Address: _____

Secretary: R. Molcho

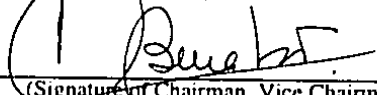
Address: 7300 WAYNE AVE #410.
MIAMI, FL. 33141

Treasurer: ABRAHAM BENALAL.

Address: 7777 N.E. BAYSHORE CT #102
MIAMI, FL. 33138

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TALLAHASSEE, FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

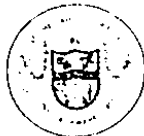
14. ABRAHAM BENALAL . CHAIRMAN, PRESIDENT AND TREASURER.
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

E. EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SABRA CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY FIFTH DAY OF JULY, A.D. 1996.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION

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DATE

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97 FEB 27 PM 12:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Sabra Corp. (DE.)^c
P.O. Box 530081
MIAMI, FL 33153
City/State/Zip Phone #

Office Use Only

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-02/27/97--01103--005
*****52.50 *****52.50
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<input type="checkbox"/>	Other

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Withdraw

Examiner's Initials

APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA

SABRA CORP. (DE.)

(Name of Corporation)

DELAWARE

(Incorporated Under Laws Of)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

P.O. Box 530081

(Mailing Address)

MIAMI, FL 33153

(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Abraham Benalal

Signature

President

Title

Abraham Benalal

Typed or printed name

02/24/97

Date