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2004 SEP - 1 P 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

385-6735

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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

1. Simcha Properties International Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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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	
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REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

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04 SEP -1 AM 11:02
DIVISION OF CORPORATION

August 31, 2004

FILINGS, INC. TERESA ROMAN

SUBJECT: SIMCHA PROPERTIES INTERNATIONAL INC.
Ref. Number: W04000032980

We have received your document for SIMCHA PROPERTIES INTERNATIONAL INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Registered agent designated in Article V is Esq. Certificate of Acceptance indicates P.A.

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) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 904A00052850

FILED

**ARTICLES OF INCORPORATION
OF**

2004 SEP -1 P 1:31

SIMCHA PROPERTIES INTERNATIONAL INC.
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a profit corporation of the State of Florida, adopt the following articles of incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is:

SIMCHA PROPERTIES INTERNATIONAL INC.

ARTICLE II

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III

Duration

The period of existence of the corporation is perpetual.

ARTICLE IV

Principal Office and Mailing Address

The principal place of business of the corporation is at 888 Brickell Avenue, Fifth Floor, Miami, Florida 33131. The mailing address of the corporation is the same.

ARTICLE V

Registered Office and Registered Agent

The initial registered office is at 888 Brickell Avenue, Fifth Floor, Miami, Florida 33131. The name of the initial registered agent at that address is Jorge Galvez-Priego, Esq.

ARTICLE VI

Authorized Shares

The corporation is authorized to issue 1000 shares of common stock having par value of US \$1.00 a share.

ARTICLE VII

Directors and Officers

The corporation shall initially have one (1) Director to hold office until the first annual meeting of stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be increased or modified from time to time, but never be less than one(1) in accordance with the Bylaws of the corporation and F.S. §607.0803. In addition, pursuant to F.S. §607.08401, the same individual may simultaneously hold more than one office in a corporation. The name and address of the initial Director and Officer of the corporation is:

<u>Title</u>	<u>Name</u>	<u>Address</u>
D/P/VP/T/S (*)	ISIDOR POMERANZ	888 Brickell Avenue, 5 th Fl, Miami, FL 33131

(*) D/P/VP/T/S: Director / President / Vice President / Treasurer / Secretary

ARTICLE VIII

Pre-Emptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX

Indemnification

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE XI

Incorporator

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

JORGE GALVEZ-PRIEGO, Esq.
888 Brickell Avenue, Fifth Floor
Miami, Florida 33131

ARTICLE XII

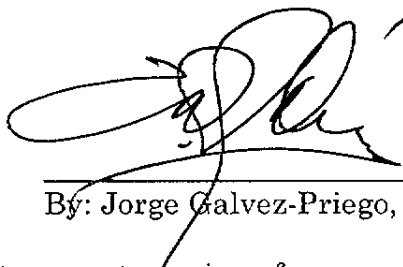
Commencement of Existence

The corporation's existence shall begin on the 1st day of September, 2004.

IN WITNESS WHEREOF, I have executed these articles of incorporation this 27th day of August, 2004.

Incorporator:

JORGE GALVEZ-PRIEGO, Esq.

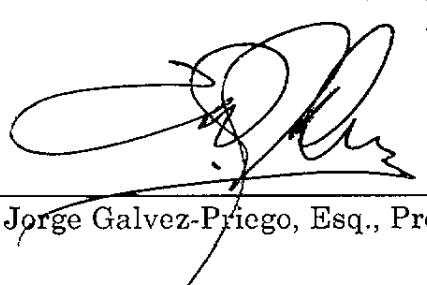


By: Jorge Galvez-Priego, Esq., President

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. 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.

Dated: August 27, 2004

JORGE GALVEZ-PRIEGO, Esq.



By: Jorge Galvez-Priego, Esq., President