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 TO: DIVISION OF CORPORATIONS FROM: EMPIRE COMPANY
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 200 EAST PALM BEACH FREEWAY MIAMI, FL 33129 D-0000 04
 TALLAHASSEE, FL 32399 CONTACT: RAY STORON
 FAX: (804) 92-2-1111 PHONE: (305) 841-3094
 FAX: (305) 841-3770

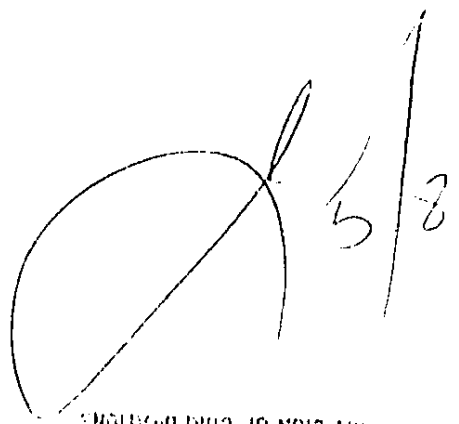
(((H90000000583))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
 NAME: BAR-ANA OF SOUTH BEACH, INC.
 FAX AUDIT NUMBER: H90000000583 CURRENT STATUS: REQUESTED
 DATE REQUESTED: 06/06/1996 TIME REQUESTED: 17:43:24
 CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 1
 NUMBER OF PAGES: 4 METHOD OF DELIVERY: FAX
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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA



DIVISION OF CORPORATIONS

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**CERTIFICATE OF INCORPORATION
OF
BAR-ANA OF SOUTH BEACH, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby associate for the purpose of becoming a corporation under the Laws of the State of Florida, providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and make, subscribe and acknowledge and file with the Secretary of State of Florida, this Certificate of Incorporation, and to that end does by this certificate set forth:

ARTICLE I

The name of the corporation shall be **BAR-ANA OF SOUTH BEACH, INC.**

ARTICLE II

The general nature of the business, objects and purpose proposed to be transacted and carried on, are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any and all things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to-wit:

- A. To engage in any lawfull business.
- B. To acquire, hold, undertake and fully exploit the good will, property right, franchises and assets of every kind and the liabilities of any person, firm, association or corporation, either

Charles S. Serfaty
(305)894.9449
FBN. 821837
4330 Sheridan St. # 202B
Hollywood, FL 33021

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wholly or partly, and to pay for the same in cash, stocks and/or bonds of the company or otherwise.

C. To borrow money and contract debts when necessary for the transaction of the business or for the exercise of its corporate rights, privileges and/or franchises, or for any other lawful purpose of its incorporation, to issue bonds, promissory notes, bills for exchange, debenture and other obligations and evidence of indebtedness payable at a specified time or times, or payable upon the happening of a specified event or events whether by mortgage, pledge or otherwise, or unsecured for money borrowed or in payment for property or acquired or any other lawful object.

D. To guarantee, purchase, hold, sell assign, transfer, mortgage pledge or otherwise dispose of the shares or the capital stock of any bonds, securities or evidence of indebtedness created by any other States or Government and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon.

E. To conduct business, have one or more offices and hold, purchase, mortgage and convey real and personal property in this State and in any of the several states, territories, possessions and dependencies of the United State, and District of Columbia and in foreign countries.

F. To do all and everything necessary for the accomplishment of the object enumerated in the Certificate of Incorporation or any amendment thereof or necessary or incidental to the protection and benefit of the corporation and, in general, to carry on any lawful business necessary or incidental to the attainment similar in nature to the objects set forth therein, it being

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understood that the foregoing enumeration of specific power shall not be deemed exclusive by all other lawful powers conferred by the Statutes of the State of Florida are hereby included.

ARTICLE III

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any time is 100 (one hundred) shares of Common Stock which shall have One Dollar (\$1.00) par value.

ARTICLE IV

The amount of capital with which this corporation will begin business is not less than the sum of Five Hundred (\$500.00) Dollars.

ARTICLE V

The existence of this corporation shall be perpetual unless sooner dissolved according to law.

ARTICLE VI

The principal place of business of this corporation is to be located at: 710 Washington Avenue, Miami Beach, Florida 33139.

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ARTICLE VII

There shall be one or more Directors of this corporation.

ARTICLE VIII

The names and post office addresses of the first Board of Directors are as follows:

JOSE ELALOUP
710 WASHINGTON AVENUE
MIAMI BEACH, FLORIDA 33139

CHARLES SERFATY
4330 SHERIDAN STREET
SUITE 202-B

ARTICLE IX

The name and address of each subscriber of the Certificate of Incorporation and a statement of the number of shares of stock which they agree to take are as follows:

JOSE ELALOUP (100 SHARES)
710 WASHINGTON AVENUE
MIAMI BEACH, FLORIDA 33139

the proceeds of which amount to One Hundred (\$100) Dollars.

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ARTICLE X

The name and address of the Incorporator and Registered Agent signing these Articles is:

CHARLES B. SERTATY
4330 Sheridan Street
Suite 202B
Hollywood, FL. 33021

ARTICLE XI

The Corporation shall indemnify any officer or former officer to the full extent permitted by law.

ARTICLE XII

The directors of the Corporation, in addition to the powers conferred by the laws of the State of Florida shall have the power to make, alter and repeal the By-Laws and to set apart out of any of the funds of the corporation available for dividends, a reserve or reserves for any proper purpose, and to alter or abolish such reserve.

A. The Corporation shall have a first lien on the shares of its members' stock and upon all dividends due them for any indebtedness by such members of the corporation.

B. The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever.

C. The Corporation shall have full power and lawful authority to accept property, real, personal or mixed, labor and services, in payment for shares of the capital stock, in lieu of cash, at just valuation to be fixed by its Board of Directors.

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D. Shares of the capital stock of the company when certificates thereof shall be issued shall be fully paid and nonassessable.

E. Shares of the capital stock of the company shall be transferred only on the books of the company by the holder thereof in person, or by his attorney, upon the surrender and cancellation of a certificate or certificates for like number of shares.

F. The corporation reserves the right to amend, change or repeal any provisions contained in this Certificate of Incorporation in any manner now or hereinafter prescribed by law and all rights conferred on Officers, Directors and Stockholders herein are granted subject to this reserve.

ARTICLE XIII

The officers of this corporation are as follows:

JOSE BLALOUF-PRES/SEC/TREASURER

CHARLES SERFATY-VICE PRES

ARTICLE XIV

It is the intention of the initial Board of Directors to qualify as a domestic small business corporation, stock issued pursuant to a written plan to qualify for I.R.C. Section 1244.

ARTICLE XV

Certificate designating place of business or domicile for the service of process within this State, naming agent upon whom process may be served.

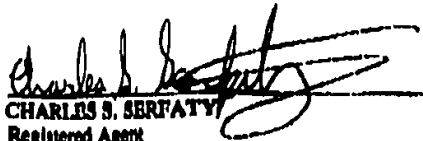
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Pursuant to Chapter 48.091, Florida Statute, the following is submitted:

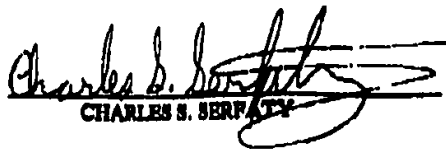
The BAR-ANA OF SOUTH BEACH, INC., desiring to organize under the laws of the State of Florida with the principal offices as indicated in the Articles of Incorporation, has designated CHARLES S. SERFATY, to accept service of process within this State.

DATED this 8 day of May, 1996.


CHARLES S. SERFATY
Registered Agent
I hereby accept service of process.

The Registered Agent and street address of the registered office, place of business, or location for the service of process within this State is, 4330 Sheridan Street, Suite 202B, Hollywood, Florida 33021.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal at Hollywood, Broward County, Florida this 8 day of May, 1996.


CHARLES S. SERFATY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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