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MOSHE ZUR

1800 NORTHEAST 114TH STREET [#1602]

MIAMI, FLORIDA 33181

305-892-6103

December 2, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

SUBJECT: (1) 1785 HOLDINGS INCORPORATED

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****131.25 *****87.50

Gentlemen:

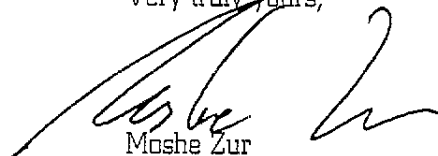
Enclosed please find an original and two copies of the articles of incorporation for 1785 Holdings Incorporated.

Please do the necessary, and return a certified copy of the articles and a certificate by return mail at your earliest convenience.

A check in the amount of \$131.25 to cover the costs of the above is enclosed.

Your prompt attention is appreciated.

Very truly yours,


Moshe Zur

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ARTICLES OF INCORPORATION OF:
1785 HOLDINGS INCORPORATED

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The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of FLORIDA.

ARTICLE I NAME:

The name of the corporation shall be 1785 Holdings Incorporated..

ARTICLE II ADDRESS:

The street address of the initial registered office of the corporation shall be, 12305 Biscayne Boulevard, aka 1785 Northeast 123rd Street, N. Miami, Miami-Dade County, Florida.

ARTICLE III CAPITAL STOCK:

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV REGISTERED AGENT:

The name of the initial Registered Agent for the corporation is Moshe Zur, whose address is 1800 Northeast 114th Street [Suite 1602], North Miami, Miami-Dade County, Florida 33181.

ARTICLE V INCORPORATOR:

The name of the incorporator is Moshe Zur, whose address is 1800 Northeast 114th Street [Suite 1602], North Miami, Miami-Dade County, Florida 33181.

ARTICLE VI NATURE OF BUSINESS:

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE VII SPECIAL PROVISIONS:

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII TERM OF EXISTENCE:

This corporation shall exist perpetually.

ARTICLE IX LIMITATION OF LIABILITY:

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him, by a person other than an officer or stockholder of the corporation, whether or not such person is acting in such capacity, by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled.

ARTICLE X ARBITRATION:

If any Director, Officer, Stockholder violates or refuses to abide by any provision these articles or of the by laws of the Corporation, any other Director, Officer or Stockholder of the Corporation shall have the right to have any dispute thereover determined by arbitration by the American Arbitration Association who is empowered hereby to appoint (an) arbitrator(s) without consultation with the parties. The arbitrator(s) shall hear such testimony and examine such exhibits as they feel appropriate without limitation and shall render a decision with dispatch. The decision of the arbitrator shall be final and may be entered into the record of any appropriate court of record. The parties eschew any appeal to any court, of arbitration hereunder. The reasonable costs, including attorney's fees, of the party who prevails shall be paid by the party who does not prevail. If prevalence is not clear-cut, the arbitrators shall determine the matter of cost reimbursement as part of the dispute arbitration. The protections, indemnifications and immunities provided in ARTICLE IX preceding do not apply to an action under this article. This article may not be changed, amended, altered or its operation contravened in any way except by the unanimous vote of all stockholders.

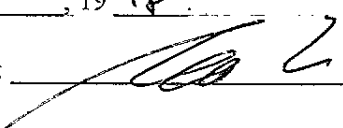
ARTICLE X SELF DEALING:

No contract or other transaction between the corporation and other firms, corporations, or individuals, in the absence of fraud, bad faith or the purposeful disadvantage of (a) stockholder(s), shall be affected or invalidated by the fact that any director(s) of the corporation is or are parties to or are directly or indirectly interested in such contract or transaction, and each person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from such contracting which might or does benefit himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any contract or transaction without regard to the fact that he is also a director of the contractee/transactee.

ARTICLE XI DIRECTORS:

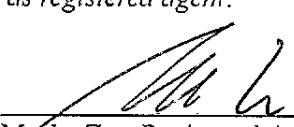
This corporation shall have a minimum of three directors. The initial Board of Directors shall consist of: Moshe Zur, whose address is 1800 Northeast 114th Street [Suite 1602], North Miami, Miami-Dade County, Florida 33181. Haia Zur, whose address is 1800 Northeast 114th Street [Suite 1602], North Miami, Miami-Dade County, Florida 33181 and Henry S. Bonis, whose address is 679 Northeast 77th Street, Miami, Florida 33138

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 4 day of December, 19 98.

Incorporator: 

DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

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


Moshe Zur, Registered Agent

Dec 4 - 98
Date

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