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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

NAOMI INTERNATIONAL, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 11 AM 8:42

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B. McKinn

MAY 12 2000

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

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ARTICLE I NAME

The name of the corporation shall be:

NAOMI INTERNATIONAL, INC.

The principal place of business of this corporation shall be:

14249 SPORTS CLUB WAY, ORLANDO, FL 32837

ARTICLE II NATURE OF BUSINESS

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

ARTICLE III CAPITOL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:

1,000 @ \$1.00 per share

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name and street address of the initial officer(s) and director(s), if any who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

Yitchak Menaged, 14249 Sports Club Way, Orlando, FL 32837

Genevieve Menaged 14249 Sports Club Way, Orlando, FL 32837

ARTICLE VI INCORPORATOR (S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is (are):

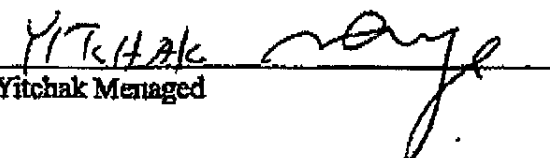
GENEVIEVE MENAGED
NAOMI INTERNATIONAL, INC.
14249 SPORTS CLUB WAY
ORLANDO, FL 32837

YITCHAK MENAGED
14249 SPORTS CLUB WAY
ORLANDO, FL 32837

The undersigned incorporator has executed these articles of Incorporation this 10TH day of
MAY, 2000.

Signature(s) of Incorporators (s)


Genevieve Menaged


Yitchak Menaged

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

NAOMI INTERNATIONAL, INC.

2. The name and address of the registered agent and office is:

Genevieve Menaged, 14249 Sports Club Way, Orlando, FL 32837

Signature

Title President

Date May 10, 2000

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, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of section 607.325, Florida Statutes.

Signature

Date

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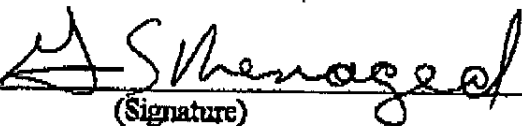
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Naomi International, Inc.
2. The name and address of the registered agent and office is:

Genevieve Menaged, 14249 Sports Club Way, Orlando, FL 32837

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.


(Signature)

5/10/00
(Date)

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