

FD0000085818

Letter of Transmittal

August 23, 2000

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

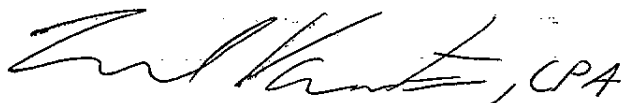
FILED
00 SEP 13 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: IVES INVESTOR CORPORATION

Enclosed is an original and one copy of the Articles of Incorporation for the above company. Please file in your offices and return a certified copy to this office.

I am enclosing a check in the amount of \$ 78.75 (Seventy Eight Dollars and 75 Cents), covering the filing fee and one certified copy.

Very truly yours,



Israel Vainstein, CPA

IV

Enc.

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*****78.75 *****78.75

SEP
9/14

Israel Vainstein, CPA 20360 NE 22nd PL, N. Miami Beach, FL 33180

W-21237



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED
00 SEP 13 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 30, 2000

ISREAL VAINSTEIN CPA
20360 NE 22ND PL
N MIAMI BEACH, FL 33180

SUBJECT: IVES INVESTOR CORPORATION
Ref. Number: W00000021237

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

You must list the corporation's principal office and/or a mailing address in the document.

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) 487-6926.

Gina Bullock
Document Specialist

Letter Number: 700A00046257

ARTICLES OF INCORPORATION
OF
IVES INVESTOR CORPORATION

FILED
00 SEP 13 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

The name of the Corporation is:

IVES INVESTOR CORPORATION

ARTICLE II.

The Corporation shall exist perpetually commencing with the filing of these Articles of Incorporation with the Department of State.

ARTICLE III.

The Corporation may engage in or transact any or all activity of business permitted under the laws of the United States and the State of Florida.

ARTICLE IV.

The Corporation is authorized to issue 5,000 shares of \$0.01 par value which shall be designated as common shares.

ARTICLE V.

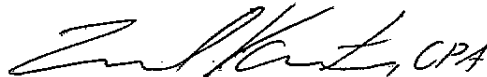
The Corporation's initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT: Israel Vainstein, CPA

INITIAL REGISTERED OFFICE: 20360 NE 22nd PL
N. Miami Beach, FL 33180

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process or the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

 CPA

ARTICLE VI.

The number of Directors constituting the initial Board of Directors of the Corporation is one or more. The number of Directors may either be increased or decreased from time to time by amendment to the Bylaws, but shall never be less than the number of initial Board of Directors.

The names and addresses of the initial Directors are:

NAME:	ADDRESS:
Yosef Kroitoro	2010 NE 211th Ter N. Miami Beach, FL 33179
Israel Vainstein	20360 NE 22 nd PL N. Miami Beach, FL 33180

ARTICLE VII.

The name and address of the Incorporator executing these Articles of Incorporation is:

INCORPORATOR:	Israel Vainstein, CPA
ADDRESS:	20360 NE 22 nd PL N. Miami Beach, FL 33180

ARTICLE VIII.

The power to adopt, alter, amend, or repeal the Bylaws shall be vested in the Board of Directors and Stockholders.

ARTICLE IX.

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

ARTICLE X.

This Corporation reserves the right to amend or repeal any provisions contained In these Articles of Incorporation or Amendments hereto and any right conferred upon the Stockholders is subject to this reservation.

ARTICLE XI.

At each election of Directors, every Stockholder entitled to vote shall have the right to cumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XII.

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number he or she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him or her to exercise his or her preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XIII.

The member of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.


INCORPORATOR

ARTICLE XIV.

The corporation's initial principal office and mailing address is as follows:

20360 NE 22nd PL
N. Miami Beach, FL 33180

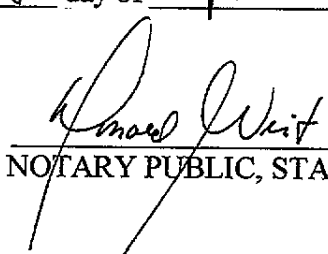
STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Israel Vainstein, CPA, to me known to be the person described who executed the foregoing Articles of Incorporation as his free act and deed for the purpose therein expressed.

WITNESS my hand and seal at Miami, this 5 day of Sept., 2000



Donald Weinstein
MY COMMISSION # CC755316 EXPIRES
October 30, 2002
BONDED THRU TROY FAIN INSURANCE, INC.


NOTARY PUBLIC, STATE OF FLORIDA

My commission expires: