

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P000000116562

Skip Properties N.V.

Betai, Inc.

400003510394--0

-12/21/00--01049--025

****15.00 ****15.00

400003510394--0

-12/21/00--01049--024

****105.00 ****105.00

✓ Art of Inc. File w/ Cert of Domestication

___ LTD Partnership File

___ Foreign Corp. File

___ L.C. File

___ Fictitious Name File

___ Trade/Service Mark

___ Merger File

___ Art. of Amend. File

___ RA Resignation

___ Dissolution / Withdrawal

___ Annual Report / Reinstatement

___ Cert. Copy

✓ Photo Copy

___ Certificate of Good Standing

___ Certificate of Status

___ Certificate of Fictitious Name

___ Corp Record Search

___ Officer Search

___ Fictitious Search

___ Fictitious Owner Search

___ Vehicle Search

___ Driving Record

___ UCC 1 or 3 File

___ UCC 11 Search

___ UCC 11 Retrieval

___ Courier

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

FILED
00 DEC 21 AM 8:28
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

FILED
00 DEC 21 PM 12:30
TALLAHASSEE, FLORIDA
CLERK OF SUPERIOR COURT

12-22

**CERTIFICATE OF DOMESTICATION
OF
SKIP PROPERTIES N.V.**

FILED
00 DEC 21 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Certificate of Domestication is submitted in compliance with Florida Statute section 607.1801.

The undersigned hereby certifies as follows:

- (a) Skip Properties N.V. was formed October 28, 1980 under the law of the Netherlands Antilles.
- (b) The name of the corporation immediately prior to the filing of the certificate of domestication is Skip Properties N.V.
- (c) The name of the corporation as set forth in its articles of incorporation filed in accordance with Fla. Stat. 607.1801(2)(b) is Setai, Inc.
- (d) The jurisdiction that constituted the seat, siege social or principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law, immediately prior to the filing of the certificate of domestication is the Netherlands Antilles.

I hereby certify that the foregoing is true and correct this 20 day of December, 2000 and that I am authorized to execute this Certificate of Domestication for and on behalf of the corporation.



ZAKAY SASSON
President and Managing Director

ARTICLES OF INCORPORATION
OF
SETAI, INC.

FILED
00 DEC 21 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, hereby forms this corporation under the laws of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of a corporation for profit.

ARTICLE I

The name of the corporation shall be:

SETAI, INC.,

and its business shall be carried on at any location as may be authorized by its Board of Directors.

ARTICLE II

The general nature of the business of the corporation shall be as follows:

A. To domesticate and continue the business of Skip Properties N.V., formerly a Netherlands Antilles corporation.

B. To engage in the business of developing real estate.

C. To acquire, lease and otherwise acquire, own, use and dispose of property of all kinds, real, personal and/or mixed, to borrow money and to give security for the same, to give mortgages upon assets of this corporation when deemed by the Board of Directors expedient to do so and for the performance of such other things as the Board of Directors may deem necessary for the furtherance of the interests of this corporation and in the exercise of the powers herein enumerated.

D. To do any and all of the things herein set forth to the same extent as natural persons might or could do as principals, agents, contractors or otherwise, and either alone, or in company with others, purchase, hold, and reissue any of the shares of its capital stock. In general, to carry on any other business in connection therewith, whether manufacturing or otherwise not specifically forbidden by the laws of the State of Florida, and with all powers conferred upon corporations by the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock which this corporation shall have outstanding at any time shall be One Hundred Fifty Thousand (150,000) having \$1.00 par value per share, each of which shall be issued fully paid and non-assessable and shall be payable in lawful money of the United States of America or in services or property as a just valuation to be fixed by the Directors of the corporation at the organizational meeting, or any other meeting held for that purpose.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The initial Board of Directors of this corporation shall consist of three (3) members and may be increased or decreased, from time to time by the By-Laws, however, there shall not be less than one director at any time.

ARTICLE VI

The business of the corporation may be conducted by a President, Secretary and Treasurer, and by a Board of Directors mentioned in Article V.

ARTICLE VII

Every director, officer, or employee of the corporation shall be indemnified by the corporation against all expenses and liabilities including counsel fees reasonably incurred by or imposed upon him in connection with any proceedings to which he may be made a party, or in which he may become involved, by reason of his being or having been a director, officer, or employee of the corporation or any settlement thereof made with court approval, whether or not he is a director, officer or employee at the time such expenses are incurred, except in such cases wherein the director, officer or employee is adjudged to be liable for negligence or misconduct in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors, as well as the court, approves such settlement and reimbursement as being for the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, or employee may be entitled.

ARTICLE VIII

The names and post office addresses of the members of the first Board of Directors for the first year of existence for the corporation, or until their successors are elected or appointed and have qualified shall be as follows:

Name	Address
Zakay Sasson	10501 NW 7 th Avenue Miami FL 33150
Enrique Fefer	10501 NW 7 th Venue Miami FL 33150

ARTICLE IX

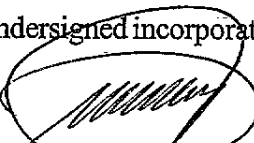
The name and address of the subscriber to this corporation is:

Name	Address
Zakay Sasson	10501 NW 7 th Avenue Miami, Fl. 3150

ARTICLE X

The principal office of the corporation shall be 10501 NW 7th Avenue, Miami Florida 33150.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on December 13, 2000.


ZAKAY SASSON

STATE OF FLORIDA)

SS

COUNTY OF DADE)

The foregoing instrument was acknowledged before me on December 13, 2000 by Zakay Sasson, who is personally known to me or has produced _____ as identification and who did take an oath.


NOTARY PUBLIC

My Commission Expires:



Bennett G. Feldman
MY COMMISSION # CC935447 EXPIRES
May 23, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

SETAI, INC.

a Florida corporation, has named

Bennett G. Feldman
2655 Lejeune Road
Suite 508
Coral Gables, Florida 33134

FILED
00 DEC 21 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

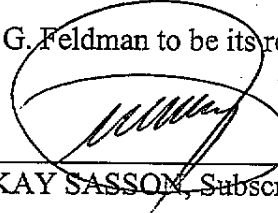
as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


BENNETT G. FELDMAN

SETAI, INC. hereby appoints Bennett G. Feldman to be its registered agent.


ZAKAY SASSON, Subscriber