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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 : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

FLORIDA PROFIT CORPORATION OR P.A.
O & O Holdings, Inc.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Dec. 21 2000 05:04PM P3

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ARTICLES OF INCORPORATION
OF
O & O HOLDINGS, INC.

ARTICLE I - NAME AND ADDRESS

The name of this corporation is O & O HOLDINGS, INC. The street address for the corporation is 348 S.W. 13th Avenue, Pompano Beach, Florida 33069.

ARTICLE II CORPORATE EXISTENCE

The existence of this corporation shall commence on the day of filing; provided that if such day not be authorized under law, then on the earliest day allowable pursuant to Florida law for the commencement of corporate existence. The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business as provided by Florida Statutes, Chapter 607, Florida Business Corporation Act, as it exists on the date hereof or as it may hereafter be amended.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of \$.01.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of this corporation is Beth Jimens. The street address of the initial principal office is 348 S.W. 13th Avenue, Pompano Beach, Florida, 33069.

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Dec. 21 2000 05:04PM P4

H00000066711

ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Initial Board of Directors of this corporation shall be comprised of two (2) persons, whose name and address is: Ehud Zidon, 511 SE 18th Avenue, Pompano Beach, Florida 33060; and Oren Cohen, 155 Bay Road, Apartment 760, Miami Beach, Florida 33139. The number of directors may be either increased or decreased from time to time as provided by in the By-Laws of this corporation, but shall never be less than one.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Beth Jimens, 348 S.W. 13th Avenue, Pompano Beach, Florida 33069, and the name and address of the person signing these Articles of Incorporation as Registered Agent is Beth Jimens.

ARTICLE IX - BY-LAWS

The power to alter, amend or repeal By-Laws shall be vested in each of the Board of Directors and the shareholders of this corporation.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director of this corporation, to the fullest extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon

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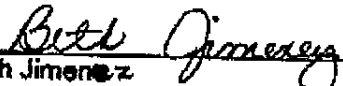
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the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation this 30th day of November, 2000.


Beth Jimenez
Incorporator

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Dec. 21 2000 05:03PM P2

H00000066711

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0601, 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 O & O Holdings, Inc.
2. The name and address of the registered agent and office is:

Beth Jimenez
348 S.W. 13th Avenue
Pompano Beach, Florida 33069

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.


Beth Jimenez
Registered Agent

Date: November 30, 2000

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