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PLEASE REPLY TO:

MIAMI

August 17, 2001

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

500004555275--4
-08/24/01--01055--020
*****70.00 *****70.00

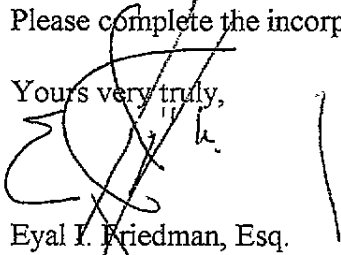
**Re: Moti Golden & Associates, Inc.
Incorporation**

Dear Sir/Madam:

Enclosed please find executed corporation papers for Moti Golden & Associates, Inc., and check made out to the Department of State in the sum of \$75.00.

Please complete the incorporation process.

Yours very truly,


Eyal I. Friedman, Esq.

EIF/jj
Enclosure

01 AUG 24 PM 3:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

6 Jan
8/24/01

ARTICLES OF INCORPORATION
OF
MOTI GOLDEN & ASSOCIATES, INC.

FILED

01 AUG 24 PM 3: 17

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned hereby subscribes to these Articles of Incorporation for any legal purpose permitted under the laws of the State of Florida and of the United States of America.

ARTICLE I
NAME

The name of the corporation is: Moti Golden & Associates Inc.

ARTICLE II
NATURE OF BUSINESS

The general nature of business to be transacted by the Corporation is:

To engage in the business of selling products.

To do everything necessary and proper for the accomplishment of any of the purposes of the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation of any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or objects or the furtherance of such purposes or objects of the Corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

ARTICLE III
CAPITAL STOCK

Any and all legal purposes permitted under the laws of the State of Florida and of the United States of America.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock with a nominal or par value that this corporation is authorized to have outstanding at any one time, together with the distinguishing characters of each, into which same are divided, and the par value of the shares of stock, other than the shares which have no par value or nominal value shares are as follows: one hundred (100) one dollar (\$1.00) par value shares of and each share having equal rights, privileges and voting powers.

The total authorized capital stock of this corporation is one hundred shares divided into shares at the par value of one (\$1.00) dollar each. The amount of capital with which this corporation will begin business is one hundred (\$100.00) dollars. Shares of stock of this corporation shall be paid for in cash at a valuation to be fixed by the affirmative vote of a majority of the Board of Directors but may be paid for by property, labor or services whenever the Board of Directors so authorizes by unanimous consent.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
PRINCIPAL PLACE OF BUSINESS

15305 SW 74th Court
Miami, Dade County, Florida 33157

ARTICLE VII
DIRECTORS

The number of directors of this corporation shall be one (1) initially, but may be increased according to the by-law adopted by the shareholders.

ARTICLE VIII
INITIAL DIRECTORS

The name and street address of the first Board of Directors and Incorporators who, subject to the provision of these Articles of Incorporation, the by-laws and laws of Florida, shall hold office for the first year of this corporation's existence or until their successors are elected and have qualified, are as follows:

DIRECTOR/PRESIDENT/SECRETARY

Mr. Moti Golden
15305 SW 74th Court
Miami, Dade County, Florida 33157

ARTICLE IX
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a stockholder meeting by a majority of the stock entitled to vote thereon, unless all directors and all stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

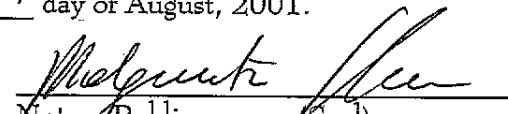

MOTI GOLDEN

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BE IT REMEMBERED that on the 17th day of August, 2001, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, MOTI GOLDEN, the aforesaid subscriber to the foregoing Articles of Incorporation, to me known and known to me to be the individual described in and whom executed the foregoing Articles of Incorporation, and acknowledged the foregoing Articles of Incorporation, as his voluntary act and deed and that the facts set forth therein are true and correct.

WITNESS my hand and official seal this 17th day of August, 2001.

My Commission Expires:


Notary Public (Seal)



ARTICLE X
REGISTERED AGENT

FILED

01 AUG 24 PM 3: 17

The resident Agent upon whom service of process is made is:

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Mr. Moti Golden
15305 SW 74TH Court
Miami, Dade County, Florida 33157

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at 9495 Sunset Drive, Suite B-290, Miami, Florida 33173, for the use and purpose aforesaid.

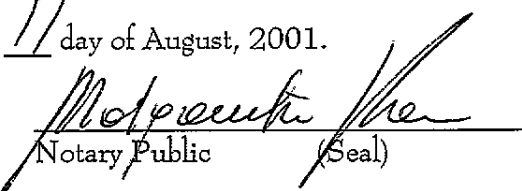

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WITNESS my hand and official seal this 17th day of August, 2001.

My Commission Expires:


Notary Public

(Seal)

