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ITAY DEVELOPERS AND CONSULTANTS CORPORATION

5535 N. Military Trail, #1804,
Boca Raton, Florida 33496
TEL: 561.998-0263

Tuesday, October 9, 2001

Department of State
Division of Corporations
P O Box 6327
Tallahassee, FL 32314

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-10/29/01--01032--016
*****78.75 *****78.75

Subject: ITAY DEVELOPERS AND CONSULTANTS CORPORATION

Enclosed Please find an original and one copy of the articles of incorporation and a check in the amount of \$78.75 for filing Fee & Certificate.

From: ITAY DEVELOPERS AND CONSULTANTS CORPORATION
5535 N. Military Trail, #1804,
Boca Raton, Florida 33496

Sincerely,

Itzhak Dechner
Incorporator



FILED
01 OCT 29 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10-29-01
WC

ARTICLES OF INCORPORATION
Pursuant to Chapter 607, Florida Statutes

FILED
01 OCT 29 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ITAY DEVELOPERS AND CONSULTANTS CORPORATION

ARTICLE I

Name and Location

- Sec. 1 The name of this corporation shall be *for* ITAY DEVELOPERS AND CONSULTANTS CORPORATION
- Sec. 2 Its principal office shall be located in 5535 N. Military Trail, #1804, Boca Raton, Florida 33496.
- Sec. 3 The name of the initial registered agent at such address is Itzhak Dechner 5535 N. Military Trail, #1804, Boca Raton, Florida 33496.
- Sec. 4 Other offices for the transaction of business shall be located at such places as the Board of Directors may from time to time determine.

ARTICLE II

Capital Stock

- Sec. 1 The amount of the capital stock shall be One Hundred (100) shares with \$1.00 par value.
- Sec. 2 All certificates of stock shall be signed by the President and the Secretary and shall be sealed with the corporate seal.
- Sec. 3 The corporation shall have a first lien on all the shares of its capital stock, and upon all dividends declared upon the same, for any indebtedness of the respective holders thereof to the corporation.
- Sec. 4 Transfers of stock shall be made only on the books of the corporation; and the old certificate, properly endorsed shall be surrendered and canceled before a new certificate is issued. The stock books of the corporation shall be closed against transfers for a period of ten (10) days before the day of payment of a dividend and for ten (10) days before each annual meeting of the stockholders.
- Sec. 5 In case of loss or destruction of a certificate of stock, no new certificate shall be issued in lieu thereof except upon satisfactory proof to the Board of Directors of such loss or destruction; and upon the giving of satisfactory security, by bond or otherwise, against loss to the corporation. Any such new certificate shall be plainly marked "Duplicate" upon its face.

ARTICLE III

Stockholders' Meetings

- Sec. 1 The annual meeting of the stockholders shall be held at 9:00 o'clock A.M., on the 15 of April in each year at the principal place of business of the corporation. Provided, however, that whenever such day shall fall upon a Sunday, or a legal holiday, the meeting shall be held on the next succeeding business day. At such meeting, the stockholders shall elect Directors to serve until their successors shall be elected and qualified.
- Sec. 2 A special meeting of the stockholders, to be held at the same place as the annual meeting, may be called at any time by the President or by the Directors. It shall be the duty of the Directors, or President, to call such a meeting whenever so is requested by stockholders holding 51% or more of the capital stock.
- Sec. 3 Notice of the time and place of all annual and special meetings shall be mailed by the Secretary to each stockholder ten (10) days before the date thereof.
- Sec. 4 The President shall preside at all such meetings.
- Sec. 5 At every such meeting each stockholder shall be entitled to cast one vote for each share of voting stock held in his name; which may be cast by him either in person, or by proxy. All proxies shall be in writing, and shall be filed with the Secretary and entered on record in the Minutes of the meeting.
- Sec. 6 Every stockholder shall have the right to vote, in person or by proxy, for the number of shares of stock owned by him for as many persons as there are directors or managers to be elected.
- Sec. 7 A quorum for the transaction of business at any such meeting shall consist of a number of members representing a majority of the shares of stock issued and outstanding; but the stockholders present at any meeting, though less than a quorum, may adjourn the meeting to a future time.

ARTICLE IV

Directors

- Sec. 1 The business and property of the corporation shall be managed by a Board of at least one and not more than five Directors, who shall be elected by the stockholders and shall receive no compensation for his or their services as Director.
- Sec. 2 The Directors shall be Itzhak Dechner and Ruhama Dechner and shall hold office for one year or until their successors are duly elected and qualify by the stockholders at the annual

- meeting. All directors shall hold office for one year or until their successors are duly elected and qualify.
- Sec. 3 The regular meetings of the Directors shall be held in the principal office of the corporation immediately after the adjournment of each annual stockholders' meeting.
- Sec. 4 Special meetings of the Board of Directors, to be held in the principal office of the corporation, may be called by the President, or by unanimous consent of the Directors. By unanimous consent of the Directors, special meetings of the Board may be held without notice, at any time and place.
- Sec. 5 Notice of all regular and special meetings, except those specified in the second sentence of Section 4 of this Article, shall be mailed to each Director by the Secretary, at least ten (10) days previous to the time fixed for the meeting. All notices of special meetings shall state the purpose thereof.
- Sec. 6 A quorum for the transaction of business at any regular or special meeting of the Directors shall consist of a majority of the Board; but a majority of those present at any regular or special meeting shall have power to adjourn the meeting to a future time.
- Sec. 7 The Directors shall elect the officers of the corporation, and fix their salaries, such election to be held at the Directors' meeting following each annual Stockholders' meeting. An officer may be removed at any time by a two-thirds vote of the full Board of Directors.
- Sec. 8 Vacancies in the Board of Directors may be filled for the un-expired terms by the remaining Directors at any regular or special Directors' meeting.
- Sec. 9 The Directors may, by resolution, appoint members of the Board as an Executive Committee, to manage the business of the corporation during the interim between meetings of the Board.
- Sec. 10 At each annual stockholders' meeting the Directors shall submit a statement of the business done during the preceding year; together with a report of the general financial condition of the corporation; and of the condition of its tangible property.

ARTICLE V

Officers

- Sec. 1 The officers of this corporation shall be Mr. Itzhak Dechner, President, and Ms. Ruhama Dechner, Vice President-Secretary, who shall be elected for the term of one year, and shall hold office until their successors are duly elected and qualified. No one shall be eligible to the office of President who is not a director of the corporation; and any such officer who ceases to be a director shall cease to hold office as President as soon as his successor is elected and qualified.

- Sec. 2 The President-Treasurer in his capacity as President shall preside at all directors' and stockholders' meetings; shall have general supervision over the affairs of the corporation and over the other officers; shall sign all stock certificates and written contracts of the corporation, and shall perform all such other duties as are incident to his office of President. In case of the absence or disability of the President-Treasurer, his duties in his capacity as President shall be performed by the Vice President-Secretary in his capacity as Vice President.
- Sec. 3 The President-Treasurer in his capacity as Treasurer shall have custody of all moneys and securities of the corporation and shall give bond, in such sum and with such sureties as the Directors may require, conditioned upon the faithful performance of the duties of his office as Treasurer. He shall keep regular books of account and shall submit them, together with all his vouchers, receipts, records and other papers, to the Directors for their examination and approval as often as they may require; and shall perform all such other duties as are incident to his office as Treasurer.
- Sec. 4 The Vice President-Secretary in his capacity as Secretary shall issue notice of all Directors' and Stockholders' meetings, shall attend and keep the minutes of meeting; shall have charge of all corporate books, records and papers; shall be custodian of the corporate seal; shall attest with his signature and impress with the corporate seal all stock certificates and written contracts of the corporation, and shall perform all such other duties as are incident to his office as Secretary. In case of the absence or disability of the Vice President-Secretary, his duties in his capacity as Secretary shall be performed by a selected director.

ARTICLE VI

Dividends and Finance

- Sec. 1 Dividends to be paid out of the surplus earnings of the corporation may be declared from time to time by resolution of the Board of Directors; but no dividend shall be paid that will impair the capacity of the corporation.
- Sec. 2 The funds of the corporation shall be deposited in such bank or trust company as the Directors shall designate, and shall be withdrawn only upon the check or order of the officer or officers of the corporation designated by the Board of Directors.


Amendments

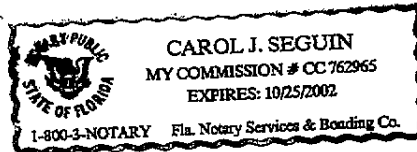
The undersigned incorporator has executed these Articles of Incorporation this 9th day of October, 2001

Stefan Rechner

STATE OF FLORIDA
COUNTY OF WEST PALM BEACH

Executed this 9 day of October 2001.


Signature of Notary



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

FILED
01 OCT 29 PM 12:07
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Pursuant to the provisions of Section 607.0501 or 617.0501, 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:
**ITAY DEVELOPERS AND
CONSULTANTS CORPORATION**
2. The name and address of the registered agent and office is:

**Itzhak Dechner
5535 N. Military Trail, #1804,
Boca Raton, Florida 33496.**

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.


Itzhak Dechner, Registering Agent

Date: October 9, 2001