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FILED

01 DEC 17 PM 2:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 12, 20001

Secretary of State
Corporate Records Bureau
P.O.Box 6327
Tallahassee, FL 32301

000004727990--6
-12/17/01--01038--002
****122.50 *****78.75

Re: M & Z PROPERTIES 2002, INC.

We enclose the original and one copy of the Articles of Incorporation for M & Z PROPERTIES 2002, INC. and a check for \$122.50 to cover filing fees.

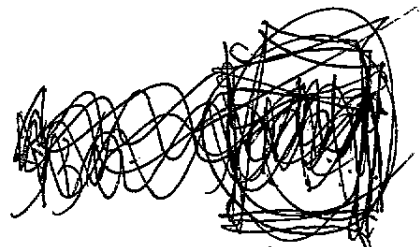
If the documents are in order, I would appreciate your filing the original and certifying the copy for our records.

If there are any questions please call AVNER ZABARI at 305-232-3009.

Sincerely,



PLEASE SEND PAPERWORK TO:
AVNER ZABARI
8755 SW 131 ST.
MIAMI, FL 33176



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
M & Z PROPERTIES 2002, INC.

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

Article I

NAME

The name of this Corporation shall be M & Z PROPERTIES 2002, INC.

Article II

NATURE OF BUSINESS

The general nature of the business and activities to be transacted and carried on by this Corporation are as follows:

To carry on any legal business within the state of Florida, including the sale of real estate.

ARTICLE III

STOCK

The authorized capital stock of this Corporation shall consist of 5,000,000 shares of Common stock with a par value of \$.001 per share. The stock may be issued for any value deemed appropriate by the Board of Directors, but in no event shall the issue price be less than par value.

ARTICLE IV

INCORPORATOR

The name and street address of the Incorporator of this Corporation is as follows:

AVNER ZABARI

13605 SW 110 CT

MIAMI, FL 33176

ARTICLE V

TERM OF CORPORATE EXISTENCE

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI

ADDRESS OF REGISTERED OFFICE AND REGISTERED AGENT

The registered agent of this Corporation shall be AVNER ZABARI and the registered office of the Company is 13605 SW 110 CT, MIAMI, FL 33176.

ARTICLE VII
PLACE OF BUSINESS

The initial place of business for the corporation is 8755 SW 131 ST. MIAMI, FL 33176

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The names and addresses of the initial board of directors of this Corporation are as follows:

AVNER ZABARI
13605 SW 110 CT
MIAMI FL 33176

DAVID MAZOR
9980 SW 130 ST
MIAMI FL 33176

ARTICLE IX
NUMBER OF DIRECTORS

The Corporation shall have at least one member on the board of directors.

ARTICLE X
OFFICERS

The Corporation shall have a president, vice-president, secretary and treasurer.

BY-LAWS

The board of directors shall adopt by-laws for the Corporation. The by-laws may be amended, in any manner proscribed by law.

ARTICLE XII
FINANCIAL INFORMATION

The Corporation shall not be required to prepare and provide a balance sheet or a profit and loss statement to its shareholders.

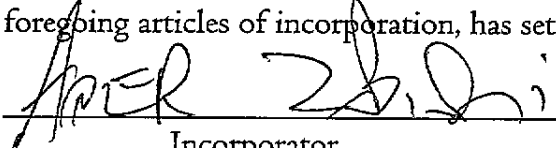
ARTICLE XIII
INDEMNIFICATION OF OFFICERS AND DIRECTORS

The board shall indemnify and director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding.

ARTICLE XIV
AMENDMENT

These Articles of Incorporation may be amended in any manner now or hereafter provided by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, I the undersigned, being the original subscribing Incorporator, to the foregoing articles of incorporation, has set his hand this 12TH DAY OF DECEMBER, 2001



Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST—M & Z PROPERTIES 2002, INC. IN ORDER TO DO BUSINESS AND QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 8755 SW 131 ST MIAMI FL, 33176 HAS APPOINTED AVNER ZABARI LOCATED AT 13605 SW 110 CT. MIAMI, FLORIDA 33176 AS ITS AGENT TO ACCEPT SERVICE OR PROCESS WITHIN FLORIDA.

Avner Zabari
PRESIDENT
12-14-01
DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THIS PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Avner Zabari
RESIDENT AGENT
12-14-01
DATE

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