

P02000018604

Jason A. Gelfond
P.O. Box 3965
Boca Raton, Florida 33427

January 8, 2002

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

Re: Tziruf Dor, Inc.

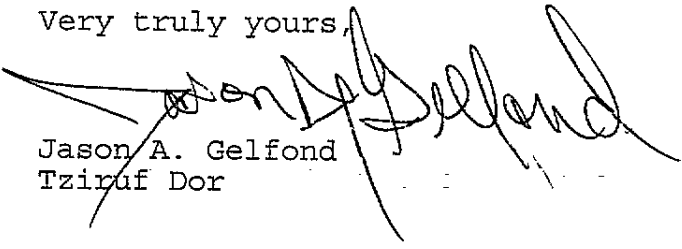
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*****78.75 *****78.75

Gentlemen/Ladies:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$78.75.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

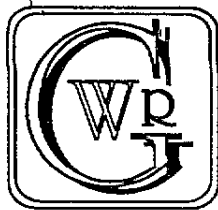

Jason A. Gelfond
Tziruf Dor

MAILING ADDRESS OF CORPORATION:

Tziruf Dor, Inc.
P.O. Box 3965
Boca Raton, FL 33427

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 FEB 18 PM 12:04

m/2-3541



W. R. Gelfond & Associates, P.A.

Certified Public Accountants

February 13, 2002

Dear Karen,

I am enclosing the application for incorporation which I told you about. If I haven't completed it correctly I would greatly appreciate if you could call me so that we can expedite this quickly.

I thank you so much for always being so helpful and so kind.

All the best,

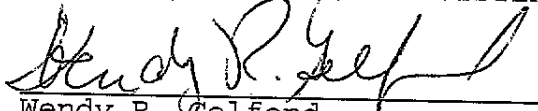
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SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
02 FEB 18 PM 12:04

ARTICLES OF INCORPORATION
OF
TZIRUF DOR INC.

The undersigned acting as an incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. The name of this corporation is TZIRUF DOR
2. The period of this corporation is perpetual.
3. The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.
4. The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is FIVE HUNDRED (500) SHARES of common stock all of one class, having a par value of ONE (\$1.00) DOLLAR per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.
5. The address of its initial registered office is:
6682 THORNHILL CT
P.O. BOX 3965
Boca Raton, Florida 33427 33433

and the name of its initial Registered Agent at said address is WENDY R. GELFOND. I do hereby accept the position of REGISTERED AGENT.


Wendy R. Gelfond
REGISTERED AGENT

6. The street address of the principle office of the corporation shall be 6682 Thornhill Ct., Boca Raton, Florida 33433.

7. The shareholders shall have Pre-Emptive Rights.

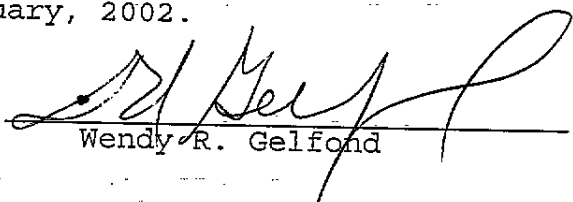
8. The number of directors constituting its initial Board of Directors is one, whose name and address is:

JASON A. GELFOND
P. O. BOX 3965
Boca Raton, Florida 33427

9. The name and address of the Incorporator is:
WENDY R. GELFOND
P.O. Box 3965 6082 THORNHILL CT
Boca Raton, Florida 33427 33433

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

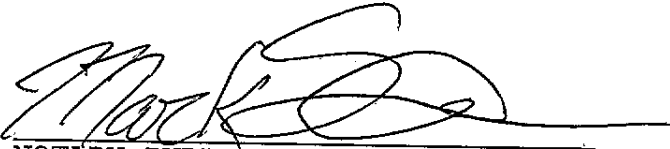
Dated this 25 day of January, 2002.


Wendy R. Gelfond

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared WENDY R. GELFOND, who is known to me to be the person described in and who subscribed the foregoing Articles of Incorporation and she did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid, this 25 day of January, 2002.


NOTARY PUBLIC
State of Florida

My commission expires:



CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

TZIRUF DOR, INC.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 FEB 18 PM 12:04

Pursuant to Florida Statutes Sections 48.091 and 607.034,
the following is submitted: The above corporation,
desiring to organize under the laws of the State of
Florida with its registered office as indicated in the
Articles of Incorporation at

6682 THORNHILL CT

P.O. Box 3965

Boca Raton, Florida 33427 33433

has named WENDY R GELFOND located at the aforesaid
address, as its Registered Agent to accept service of
process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the
above stated corporation at the place designated in this
certificate, I hereby accept to act in this capacity, and
agree to comply with the provisions of Florida Law in
keeping open said office.


(registered agent)