

ROBERT MARC SCHWARTZ, P. A.

ATTORNEY AT LAW

ROBERT M. SCHWARTZ
FLORIDA BAR BOARD CERTIFIED
REAL ESTATE LAWYER

102 North Swinton Avenue
Delray Beach, FL 33444-2634

Phone: (561) 265-2666 Ext. 4
Fax: (561) 272-6831
E-Mail: lawyer@gate.net

OF COUNSEL TO:
WEINER & ARONSON, P.A.

July 25, 2002

Via UPS Second Day Air

PO0000087190

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

RE: Articles of Incorporation of Guydana Florida Corp.

800006762498--3
-07/30/02--01053--002
*****70.00 *****70.00

Gentlemen:

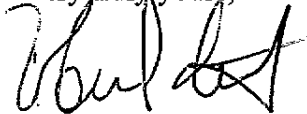
Please find enclosed two (2) duplicate originals of the Articles of Incorporation for the above referenced corporation. Upon filing, please return an original of the Articles of Incorporation to the undersigned in the enclosed stamped return envelope provided for your convenience.

A check in the amount of \$70.00 is enclosed in payment of the following fees:

Filing Fee	\$35.00
Registered Agent Fee	<u>35.00</u>
	\$70.00

Your prompt attention to this matter will be greatly appreciated.

Very truly yours,



Robert M. Schwartz

02 AUG 13 AM 11:12
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Enclosures as noted.

cc: Mrs. Pamela Gelbart with enclosures

800006762498-3
Weiner-Aronson
7



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 31, 2002

ROBERT MARC SCHWARTZ, P.A.
102 N SWINTON AVE
DELRAY BEACH, FL 33444-2634

SUBJECT: GUYDANA FLORIDA CORP.
Ref. Number: W02000022008

We have received your document for GUYDANA FLORIDA CORP. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6927.

Tracy Smith
Document Specialist
New Filing Section

Letter Number: 102A00046101

ARTICLES OF INCORPORATION
OF
DANAGUY FLORIDA CORP.

THE UNDERSIGNED, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME AND CORPORATE ADDRESS

The name and address of this Corporation are:

DANAGUY FLORIDA CORP.
4710 NW 2nd Avenue, Suite 101
Boca Raton, FL 33431

ARTICLE II - DURATION

The duration of this corporation is perpetual.

ARTICLE III - PURPOSE

The purpose or purposes for which this Corporation is formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

Prepared by:
Robert M. Schwartz, Esquire
Robert Marc Schwartz, P.A.
102 North Swinton Avenue
Delray Beach, FL 33444
561-265-2666
FL Bar No: 0143963

02 AUG 13 AM 11:12
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLE IV - STOCK

The aggregate number of shares that this Corporation shall have authority to issue is Ten Thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share. Fully-paid stock of this Corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time, to the extent of the par value of such shares, and the excess, if any, of consideration received for such shares shall constitute capital surplus.

ARTICLE V - AMENDMENT

The Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a shareholder's meeting called for that purpose.

ARTICLE VI - SHAREHOLDER RIGHTS

Shareholders of the Corporation shall have pre-emptive rights to acquire their pro rata share of stock of the Corporation for all issues of any class of stock of the Corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or Otherwise acquired shares, including the reissuance of treasury shares.

ARTICLE VII - INITIAL OFFICE AND AGENT

The name and office address of this Corporation's registered agent in Florida are:

Brunton Registered Agents, Inc.
4710 NW 2nd Avenue, Suite 101
Boca Raton, FL 33431

ARTICLE VIII - DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation is One (1). The name and address of the person who is to serve as Director until the first annual meeting of shareholders, or until her successor is elected and qualified, are:

<u>Name</u>	<u>Address</u>
Jacob Genislav	4710 NW Boca Raton Boulevard, Boca Raton, FL 33431
Yaffa Genislav	4710 NW Boca Raton Boulevard, Boca Raton, FL 33431

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator are:

<u>Name</u>	<u>Address</u>
Mrs. Pamela Gelbart	9068 Long Lake Palm Drive, Boca Raton, FL 33496

ARTICLE X - COMMON DIRECTORS

TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purposes if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the

purpose without counting the votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes or ratifies such contract or transactions.

ARTICLE XI - BY-LAWS

The By-Laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of Shareholders at any meeting thereof.

ARTICLE XII - MISCELLANEOUS

Other lawful provisions, if any concerning the stock of this Corporation, or for the conduct and regulation of the business and affairs of the Corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the Corporation, or of its Directors or Stockholders, or of any class of stockholders: None.

DATED: This 25th day of July, 2002.

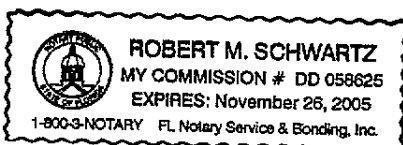
Pamela Gelbart.
Pamela Gelbart, Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 25th day of July, 2002, by Pamela Gelbart, who is personally known to me.

(affix seal)



Robert M. Schwartz
Notary Public, State of Florida
Print name: Robert M. Schwartz
My Commission Expires: 11/26/05

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Brunton Registered Agents, Inc., whose address is 4710 NW 2nd Avenue, Suite 101, Boca Raton, FL 33431, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Brunton Registered Agents, Inc.

Dated the 25th day of July, 2002.

By: _____

Richard Brunton, President

SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 AUG 13 AM 11:12