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To: Division of Corporations
Fax Number : (850)205-0381

From: Account Name : LUSKY & MOTOLA, ESQ.
Account Number : 110331002052
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

Ben-Zion Holding III, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida Corporation is:

Ben-Zion Holding III, Inc.

The Corporation is being formed for the purpose of conducting all activities permitted under applicable law.

Article II. Address

The mailing address of the Corporation is:

5151 Collins Avenue, #1023, Miami Beach, Florida 33140

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:

Amir Ben-Zion

5151 Collins Avenue, #1023, Miami Beach, Florida 33140

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Amir Ben-Zion Guy Ben-Zion Israel Ben-Zion

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

**Bernardo Motola, Esq.
Lusky & Motola, P.A.
301 Almeria Avenue
Suite 345
Coral Gables, Florida 33134
(305) 446-1245**

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FROM : LUSKY & MOTOLA P.A.

PHONE NO. : 305 446 1205

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Article V. Capital Stock

The Corporation shall have the authority to issue 100 shares of common stock, par value \$1.00 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Amir Ben-Zion
5151 Collins Avenue, #1023, Miami Beach, Florida 33140

Article VII. Corporate Existence

The Articles of Incorporation shall become effective and the corporate existence will begin on October 21, 2002.



Amir Ben-Zion
Bernardo Motola, Attorney-In-Fact

(POWER OF ATTORNEY)

Bernardo Motola, Esq.
Lusky & Motola, P.A.
301 Almeria Avenue
Suite 345
Coral Gables, Florida 33134
(305) 446-1245

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FROM : LUSKY & MOTOLA P.A.

PHONE NO. : 305 446 1205

Oct. 21 2002 10:36AM P4

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

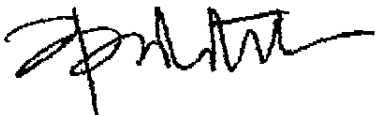
CORPORATION:

Ben-Zion Holding III, Inc.

REGISTERED AGENT/OFFICE:

**Amir Ben-Zion
5151 Collins Avenue, #1023, Miami Beach, Florida 33140**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Amir Ben-Zion (Power of attorney)
Bernardo Motola, Attorney-In-Fact

Date: October 21, 2002

**Bernardo Motola, Esq.
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Suite 345
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(305) 446-1245**

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