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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

benzion-nitzan management, inc.

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**ARTICLES OF INCORPORATION**

**OF**

**BENZION-NITZAN MANAGEMENT, INC.**

The undersigned subscriber, for the purposes of forming a corporation under the laws of the State of Florida, adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of this corporation is: BENZION-NITZAN MANAGEMENT, INC.

**ARTICLE II**

**CAPITAL STOCK**

The maximum shares of stock that this corporation is authorized to have outstanding at any time is 1000 shares of common stock having a par value of ONE (\$1.00) DOLLAR per share.

**ARTICLE III**

**INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is not less than FIVE HUNDRED (\$500.00) DOLLARS.

Prepared By:

JOSEPH R. COLLETTI, ESQUIRE  
3550 Biscayne Boulevard, Suite 610  
Miami, Florida 33137  
(305) 576-2600  
FLORIDA BAR NO: 216194

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#### **ARTICLE IV**

##### **TERM OF EXISTENCE**

This corporation is to exist perpetually.

#### **ARTICLE V**

##### **INITIAL REGISTERED AGENT & OFFICE**

The Registered Agent of this corporation is JOSEPH R. COLLETTI and the initial registered office, which is the same office as that of the Registered Agent, is 3550 Biscayne Boulevard, Suite 610, Miami, Florida 33137. The management may from time to time move the registered office to any other address in Florida.

#### **ARTICLE VI**

##### **INITIAL PRINCIPAL OFFICE MAILING ADDRESS**

The initial principal office mailing address of this corporation is 4779 Collins Avenue, Unit 3205, Miami Beach, FL 33140. The management may from time to time move the principal office and/or mailing address to any other address in Florida.

#### **ARTICLE VII**

##### **BOARD OF DIRECTORS**

This corporation shall have a minimum of one director and a maximum of three directors, and the names and addresses of the initial Board of Directors, consisting of two members are:

AMIR NITZAN

P.O. Box 4030302  
Miami Beach, FL 33140

ZIVA BENZION

P.O. Box 4030302  
Miami Beach, FL 33140

## ARTICLE VIII

### OFFICERS

The names and post office addresses of the officers of this corporation are:

AMIR NITZAN,  
President/Secretary

P.O. Box 4030302  
Miami Beach, FL 33140

ZIVA BENZION,  
Vice-President/Treasurer

P.O. Box 4030302  
Miami Beach, FL 33140

## ARTICLE IX

### INCORPORATOR

The name and address of the subscriber and incorporator to these Articles of Incorporation is:

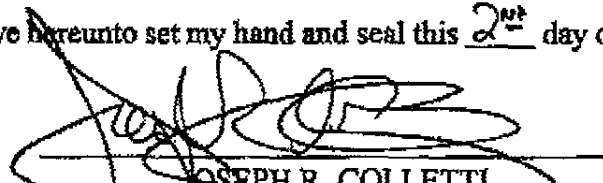
JOSEPH R. COLLETTI  
3550 Biscayne Boulevard  
Suite 610  
Miami, Florida 33137

## ARTICLE X

### ELECTION BY A SMALL BUSINESS CORPORATION

This corporation reserves the right to elect to qualify as a "small business corporation" under Subchapter S of the Internal Revenue Code for income tax purposes.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 2<sup>nd</sup> day of December, 2002.

  
JOSEPH R. COLLETTI  
Incorporator

STATE OF FLORIDA

SS

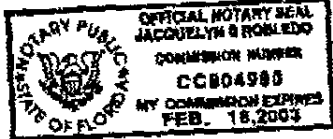
**COUNTY OF MIAMI-DADE )**

**I HEREBY CERTIFY** that on this 2<sup>nd</sup>

**WITNESS** my hand and official seal at Miami, Miami-Dade County, Florida, the

Joseph S. Hall  
NOTARY PUBLIC, STATE OF FLORIDA

Personally known XX

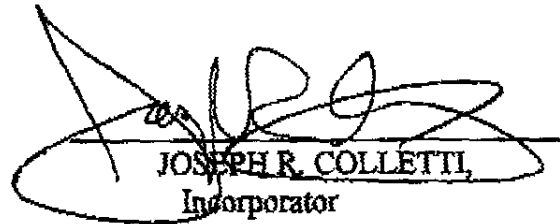


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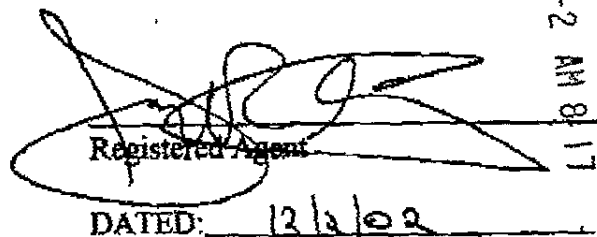
**CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST: That BENZION-NITZAN MANAGEMENT, INC. desiring to organize or qualify under the laws of the State of Florida with its principal place of business being 4779 Collins Avenue, Unit 3205, Miami Beach, FL 33140 has named JOSEPH R. COLLETTI, of 3550 Biscayne Boulevard, Suite 610, Miami, Florida 33137, as its agent to accept service of process within Florida.

  
JOSEPH R. COLLETTI,  
Incorporator

Having been named to accept service of process for the above stated corporation, at the 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.

  
Registered Agent  
DATED: 12/2/02

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TALLAHASSEE, FLORIDA  
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