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Division of Corporations

Page 1 of 2

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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

SHALOM TOKYO USA, INC.

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

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NOV-24-03 MON 1:33 PM

P. 2

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**Articles of Incorporation
of
SHALOM TOKYO USA, Inc.**

The undersigned Incorporator hereby forms a corporation under the laws of the State of
Florida:

ARTICLE I. CORPORATE NAME

The name of this Corporation is:

SHALOM TOKYO USA, INC.

ARTICLE II. MAILING ADDRESS OF CORPORATION

The mailing and principal address of this Corporation is:

5101 Collins Avenue
Miami Beach, Florida 33140

ARTICLE III. CAPITAL STOCK

The aggregate number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of \$1.00 per share. The Board of Directors of this Corporation shall have the power to divide and issue the Common Stock into one or more series and to determine the limitation and relative rights of each such series, consistent with the laws of the State of Florida.

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ARTICLE IV. NATURE OF CORPORATE BUSINESS

This Corporation, through its officers and employees, shall be authorized to engage in lawful activity in the State of Florida.

ARTICLE V. COMMENCEMENT AND TERM OF EXISTENCE

This Corporation shall commence its corporate existence effective as of the filing hereof. This Corporation shall have perpetual existence.

ARTICLE VI. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation in the State of Florida and the Corporation's initial registered agent at that office shall be:

JACK JAKOBOWITZ
5101 Collins Avenue
Miami Beach, Florida 33140

ARTICLE VII. BOARD OF DIRECTORS AND OFFICERS

The number of directors may be increased or decreased from time to time as provided in the By-Laws, but shall never be less than three (3). The initial Board of Directors are HIN MAN POON, JACK JAKOBOWITZ and GEORGE KATZ. The initial officers of the Corporation are:

| | |
|-----------------|-----------------|
| President: | JACK JAKOBOWITZ |
| Vice-President: | HIN MAN POON |
| Treasurer: | GEORGE KATZ. |

All at the principal address described above.

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NOV-24-03 MON 1:33 PM

P. 4

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ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

JACK JAKOBOWITZ
5101 Collins Avenue
Miami Beach, Florida 33140

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner prescribed by law, except that upon the issuance of shares, every amendment must be approved by the Board of Directors of the Corporation before it is submitted to the shareholders of the Corporation for their approval.

ARTICLE X. INDEMNIFICATION

Except as may otherwise be provided in the Bylaws of this Corporation, this Corporation shall indemnify its incorporators, officers and directors to the fullest extent permitted by law either now or hereafter in effect.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of 11/18, 2003.


JACK JAKOBOWITZ

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NOV-24-03 MON 1:34 PM

P. 5

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**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 48.091 and 607.0501 of the Florida Statutes:

Having been appointed registered agent of SHALOM TOKYO USA, INC., in its Articles of Incorporation, at the place designated in such Articles of Incorporation, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.


JACK JAKOBOWITZ

Dated: 11/18/03, 2003

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