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Florida Department of State  
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Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
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04 OCT 19 11:03:21  
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

simcha group, inc.

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ARTICLES OF INCORPORATION

OF

5  
SIMCHA GROUP, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be SIMCHA GROUP, INC.

ARTICLE II - PURPOSE

This corporation is organized for the general purpose of transacting all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III - PRINCIPAL OFFICE

The street and mailing address of the initial principle place of business of this corporation shall be:

SIMCHA GROUP, INC.  
1055 NE 179<sup>th</sup> Terrace  
North Miami Beach, FL 33162

ARTICLE IV - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 500 shares of common stock, each share having a par value of One Dollar (\$1.00).

ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the initial registered office of the corporation, and the name of the registered agent at that office, are as follows:

Mario George Maya  
1055 NE 179<sup>th</sup> Terrace  
North Miami Beach, FL 33162

FILED  
OCT 19 04 6:21  
CLERK OF DISTRICT COURT  
NORTH MIAMI BEACH, FLORIDA

#### ARTICLE VI - INCORPORATOR

The name and street address of the sole incorporator of this corporation is:

Mario George Maya  
1055 NE 179<sup>th</sup> Terrace  
North Miami Beach, FL 33162

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of one (1) member. The name and address of the person who will serve on the initial board of directors is:

Name	Address
Mario George Maya	1055 NE 179 <sup>th</sup> Terrace North Miami Beach, FL 33162

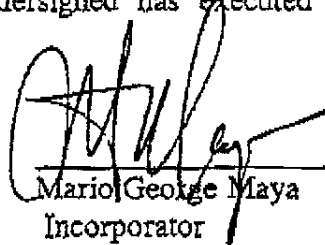
#### ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors of the corporation.

#### ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding at any regular meeting of the stockholders or at any special meeting of the stockholders called for that expressed purpose.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 18 day of October, 2004.

  
\_\_\_\_\_  
Mario George Maya  
Incorporator

STATE OF FLORIDA )

) ss:

COUNTY OF DADE )

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Mario George Maya, known to me to be the person who executed the foregoing articles of incorporation, and acknowledged before me that he executed the same for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 18 day of October, 2004.

My Commission expires:



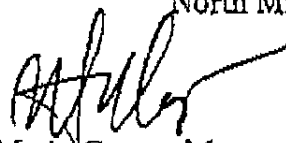
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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of § 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement to designate the registered agent and registered office, in the State of Florida.

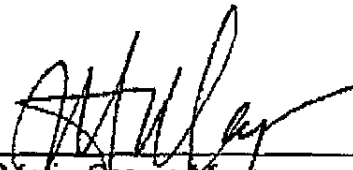
1. The name of the corporation is **SIMCHA GROUP, INC.**
2. The name and address of the registered agent and office is:

Mario George Maya  
1055 NE 179<sup>th</sup> Terrace  
North Miami Beach, FL 33162

  
Mario George Maya  
Incorporator of SIMCHA GROUP, INC.

Date: 10/18/04

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
Mario George Maya  
Registered Agent  
SIMCHA GROUP, INC.

Date: 10/18/04

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