

P05000032669

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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MAIL

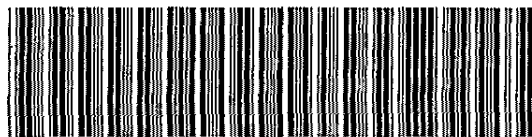
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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FILED  
2005 MAR -2 AM 8:22  
CLERK OF STATE  
TALLAHASSEE FLORIDA

02/14/05--01010--005 \*\*78.75

625  
W05-9591

3/4/05

## OPPENHEIM & ASSOCIATES

STEVEN P. OPPENHEIM  
SPO@ATTGLOBAL.NET

WACHOVIA BANK BUILDING  
800 BRICKELL AVENUE, SUITE 1107  
MIAMI, FLORIDA 33131

TEL: (305) 371-8555  
FAX: (305) 371-8502

February 3, 2005

Florida Secretary of State  
Division of Corporations  
Attention: New Corporation Filing Section  
409 East Gaines Street  
Tallahassee, FL 32399

**Re: Filing for El Shaday USA Corp.**

Gentlemen:

Enclosed are 2 original copies of Articles of Incorporation for the above Company, together with a check in the amount of \$78.75.

Please return the second original as a certified copy to the above address.

Please note the effective date is February 3, 2005 (being the execution date per Article VIII).

In the meantime, if you have any questions, please call. Thank you for your assistance.

Sincerely yours,



Steven P. Oppenheim

SPO/s  
Encl.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

February 24, 2005

OPPENHEIM & ASSOCIATES  
800 BRICKELL AVENUE  
SUITE 1107  
MIAMI, FL 33131

SUBJECT: EL SHADAY USA CORP.  
Ref. Number: W05000009591

RECEIVED

05 MAR -2 PM 12:01

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

We have received your document for EL SHADAY USA CORP. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

→ The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 245-6973.

Claretha Golden  
Document Specialist  
New Filings Section

Letter Number: 105A00012974

*Corrected for filing -  
Please return certified  
copy when filed. Thank*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2005 MAR -2 AM 8:22

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ARTICLES OF INCORPORATION

OF

EL SHADAY USA CORP.

FILED

2005 MAR -2 AM 8:22

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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 is: EL SHADAY USA CORP.

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 address of the principal place of business and the mailing address of the corporation is:

1120 SW 46<sup>TH</sup> Avenue, Suite 208  
Pompano Beach, Florida 33069

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand (1,000) Shares, all of which  
shall be Common Shares, \$0.01 par value per share.

**ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS**

As set forth in the Registered Agent's written acceptance of his appointment which is delivered to the Department of State, together with these Articles of Incorporation, the name and address of the initial Registered Agent for the corporation is:

Steven P. Oppenheim  
800 Brickell Avenue, Suite 1107  
Miami, Florida 33131

**ARTICLE VI - INCORPORATOR**

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

Steven P. Oppenheim  
800 Brickell Avenue, Suite 1107  
Miami, Florida 33131

**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 - COMMENCEMENT OF EXISTENCE**

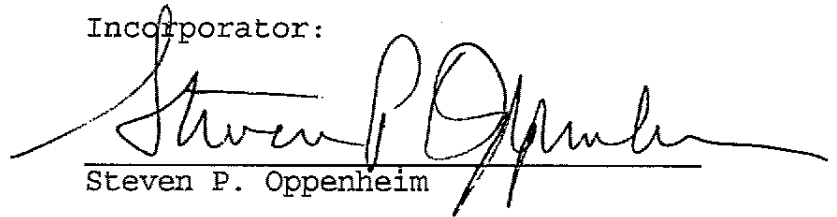
The corporate existence of the corporation shall commence on the date of filing of these Articles of Incorporation.

**ARTICLE IX - AMENDMENT**

The corporation reserves the right to amend, add to, or repeal any provision contained in these articles of incorporation, in the manner consistent with law and in conformity with the provisions set forth in the bylaws.

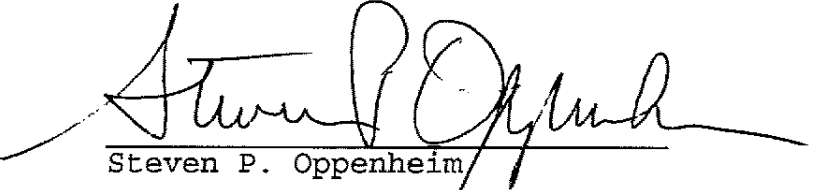
The undersigned incorporator has executed these Articles of  
Incorporation this 3rd day of February, 2005.

Incorporator:

  
Steven P. Oppenheim

DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

Having been named in the Articles of Incorporation as Registered Agent to accept Service of Process for EL SHADAY USA CORP., with a registered office at 800 Brickell Avenue, Suite 1107, Miami, Florida 33131, I hereby accept 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.

  
Steven P. Oppenheim

Dated: February 3, 2005

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