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FLORIDA PROFIT/NON PROFIT CORPORATION  
NYS Capital Group Inc.

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**ARTICLES OF INCORPORATION**

In compliance with Chapter 607, F.S.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I NAME**

The name of the corporation shall be: NYS Capital Group Inc.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:  
1123 Broadway, New York, New York 10010

**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is: All lawful business

**ARTICLE IV SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 2,000.  
The par value of each share of stock is \$0.01.

**ARTICLE V OFFICERS/DIRECTORS**

The initial director of the corporation is:

Ofer Resles, 350 West 50th Street, New York, New York 10019

The initial officers of the corporation are:

Ofer Resles, President, 350 West 50th Street, New York, New York 10019


**ARTICLE VI REGISTERED AGENT**

The name and Florida Street address of the registered agent is: Business Filings Incorporated, 1203 Governors Square Blvd, Suite 101, Tallahassee, Florida 32301-2960. Located in the County of Leon.


**ARTICLE VII INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is Business Filings Incorporated, 8040 Excelsior Dr., Suite 200, Madison, WI 53717.

I hereby accept the appointment as registered agent and agree to act in this capacity.

Signature:   
Business Filings Incorporated  
Mark Williams, A.V.P.

Date: 12th day of April, 2010

Signature:   
Business Filings Incorporated, Incorporator  
Mark Williams, A.V.P.

Date: 12th day of April, 2010

The document was prepared by: Business Filings Incorporated, Mark Williams, 8040 Excelsior Dr., Suite 200, Madison, WI 53717. 608-827-5300

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