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MAIL TO	
P.O. Box 582B	
TAITABASSEL, ET.	32314

ACCOUNT NO. : 0721000000032

REFERENCE : 540809\_ 146487A

AUTHORIZATION :

COST LIMIT : 9 131.25

ORDER DATE: February 15, 1995

ORDER TIME : 12:06 PM

ORDER NO. : 543809

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CUSTOMER NO: 146487A

CUSTOMER: Bennett David Kraener, Esq.

BENNETT DAVID KRASNER

1233 Beech Street, No. 49

Atlantic Beach, NY 11509

## DOMESTIC FILING

95000012954
NAME: AYALON MANAGEMENT CO.

XXX ARTICLES OF INCORPORATION \_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

PLAIN STAMPED COPY
XXX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

ARTICLES OF INCORPORATION

**OF** 

AYALON MANAGEMENT CO.

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

## ARTICLE L NAME

The name of the Corporation shall be: AYALON MANAGEMENT CO.

#### ARTICLE IL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any lawful activity for which corporations may be organized under the Laws of the State of Florida.

#### ARTICIE III CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock of One (\$1.00) Dollar par value.

#### ARTICLE IV CAPITALIZATION

The minimum amount of capital with which the corporation will commence is fivehundred and 00/100 (\$500.00) Dollars.

#### ARTICLE V VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding Common Shares.

## ARTICLE VI DURATION

This corporation is to have perpetual existence commencing on the date of filing of these Articles of Incorporation.

## ARTICLE VIL OFFICERS AND DIRECTORS

The numbers of directors of the corporation shall be not less than one nor more than five, as voted upon by the shareholders of the corporation. The initial officers and directors shall be as follows:

Ran Ayalon

President/Directe.

## ARTICLE VIII PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his <u>pro rata</u> share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

### ARTICLE IX TRANSFER OF SHARES

No shareholder may transfer or otherwise dispose of his or her interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusal as to the shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

#### ARTICLE X PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be: 2661 Regalia Way, Cooper City, Florida 33026.

## ARTICLE XI INITIAL REGISTEREL AGENT AND STREET ADDRESS

The name and address of the initial registered agent of this corporation is Ran Ayalon, 2661 Regalia Way, Cooper City, Florida 33026.

#### ARTICLE XII INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is: Ran Ayalon, 2661 Regalia Way, Cooper City, Florida 33026.

## ARTICLE XIII INDEMNITICATION

The Incorporator, along with the officers and directors of the corporation shall be Indemnified and held harmless by the corporation from and against any and all claims, losses, costs, limbility or expense incurred by him or her in connection with or resulting from any claim, action, suit or proceeding, in which he or she may become involved, as a party or otherwise, by reason of his being or having been a director, officer of employee of the corporation, whether or not he or she continues to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters as to which any such director, officer or employee is found gullty of gross negligence or willful misconduct in the performance of his or her duty. Expenses (including attorneys' fees) incurred in defending any claim, action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

Dated this/ day of	11. D.F. MEY, 1995.
RAN AYALON	
STATE OF FLORIDA COUNTY OF DADE ss:	
the person described in and who execut who acknowledged before me that he makes therein mentioned and set forth.  IN WITNESS WHEREOF, I have here	ally appeared Ran Ayalon, to me known to be ed the foregoing Articles of Incorporation, and nade and subscribed the same for the purposes tunto set my hand and official seal, at ounty, Florida, this day of
, 1995.	
<i>'</i>	DENISE TOUSIGNANT Notary Public, State of United
NOTARY PUBLIC STATE OF FLORIDA	My Commission Expired Duc. 30, 1595 Commission No. CC 249420

My commission expires on:

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# CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

- 1. The name of the corporation is Ayalon Management Co.
- 2. The name and address of the registered agent and office is: Ran Ayalon, 2661 Regalia Way, Cooper City, Florida 33026.

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 bereby 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.

RAN AYALON

Date: 2.7 15