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NEW FILINGS	AMENDMENTS	"]
Profit	Amendment	-
NonProfit	Resignation of R.A., Officer/Director	-
Limited Liability	Change of Registered Agent	1 2
Domestication	Dissolution/Withdrawal	
Other	Merger	
OTHER FILNGS	Durate Transport	
Annual Report	REGISTRATION/ QUALIFICATION	A
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Other

Examiner's Initials

SECRETARY OF STATE DIVISION OF COLLORATIONS

ARTICLES OF INCORPORATION

OF

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DEN-ZAKEN CORPORATION

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation.

Article I

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The name of the corporation is BEN-ZAKEN CORPORATION.

Article II

Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date there Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays, after he executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article III

Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV

Capital Stock

- (a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per shares.
- (b) Preemptive Rights. Shareholders shall have no preemptive rights.
- (c) Cumulative Voting. Cumulative voting shall not be permitted.

Article V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 7440 Collins Avenue, Miami Beach, Florida and the name of the initial registered agent of this corporation at that address is Moises Bon-Zaken. The mailing address of this corporation is 7440 Collins Avenue, Miami, Beach, Florida.

Article VI

Directors

- (a) Number. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time or the bylaws, but shall never be less than one.
- (b) Initial Directors. The name and street address of the directors of the corporation are:

Name Street Address

Moises Ben-Zaken 7440 Collins Avenue, Miami

Beach, Florida

Salvador Agostinelli 7440 Collins Avenue, Miami Beach, Florida

- (c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.
- (d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VII

Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the director.

Article VIII

Incorporator

The name and address of the Incorporator is Salvador Agostinelli, 7440 Collins Avenue, Miami Beach, Florida.

Article IX

Amondment

his corporation reserves the right to amend or repeal any providen contained in these Articles of Incorporation, and any right conferred upon the shareholders in subject to this reservation.

IN WITNESS WHEREOF, the Incorporator has executed these Articles this 9th day of February of 1995.

SALVADOR AGOSTINELLI

STATE OF FLORIDA) COUNTY OF DADE

The following instrument was acknowledged before me this 9th day of February, 1995 by the Incorporator, Salvador Agostinelli who is personally known to me.

CRISTINA N. MENOCAL

Notary Public, State of Florida My Commission Expires:

OFFICIAL NOTARY SEAL CRISTINA N MENOCAL NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC200524 MY COMMISSION EXP. MAY 12,19%

CERTIFICATE DEBIGNATING PLACE OF BUBINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutos, the following is submitted.

BEN-ZAKEN CORPORATION, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 7440 Colline Avenue, Miami Beach, Florida has named Moises Ben-Zaken with his office at 7440 Collins Avenue, Miami Beach, Florida as its agent to accept service of process within Florida.

Incorporator:

SALVADOR AGOST NELLI

Dated: February 9, 1995

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the Provisions of all statutes relative to the proper and complete performance of my duties.

MOISES BEN-ZAKEN

Dated: February 9, 1995

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