

19500024759

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March 21, 1995

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 MAR 27 PM 3:39

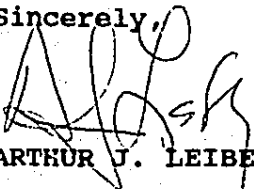
Re: S.C.D. Florida Israel Enterprises, Inc.

To Whom It May Concern:

Enclosed are an original and one copy of the Articles of Incorporation for S.C.D. Florida Israel Enterprises, Inc. along with a filing fee in the amount of \$122.50. Please return a certified copy to the undersigned at the above address.

Thank you for your cooperation.

Sincerely,


ARTHUR J. LEIBELL

AJL:dd
Enclosures

sd

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ARTICLES OF INCORPORATION
OF
S.C.D. FLORIDA ISRAEL ENTERPRISES, INC.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

FIRST: The name of the corporation is S.C.D. FLORIDA ISRAEL ENTERPRISES, INC. (the "Corporation").

SECOND: The aggregate number of shares which the Corporation shall have authority to issue is FIFTY THOUSAND (50,000) SHARES of capital stock, \$0.01 par value.

THIRD: The Corporation is organized for the purpose of transacting any and all lawful business.

FOURTH: This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation by the Department of State of the State of Florida and shall exist perpetually thereafter unless sooner dissolved according to law.

FIFTH: The number of directors constituting the initial Board of Directors of the Corporation is five (5) and the names and addresses of the persons who are to serve as the initial directors are:

Stanley P. Silverblatt
1001 N. Federal Highway, Suite 204A
Hallandale, Florida 33009

Daniel Caamano
1001 N. Federal Highway, Suite 204A
Hallandale, Florida 33009

Menachem Posy
1001 N. Federal Highway, Suite 204A
Hallandale, Florida 33009

Avi Dickstein
1001 N. Federal Highway, Suite 204A
Hallandale, Florida 33009

Stephen W. Forbess
1001 N. Federal Highway, Suite 204A
Hallandale, Florida 33009

SIXTH: The name and address of the incorporator, the street address of the Corporation's initial registered office and the name of its initial registered agent at that office are:

Arthur J. Leibell, Esq.
5100 Town Center Circle
Suite 330
Boca Raton, Florida 33486

SEVENTH: The address of the principal office and the mailing address of the Corporation is:

1001 N. Federal Highway, Suite 204A
Hallandale, Florida 33009

The Board of Directors may, from time to time, move the principal or registered office to any other address to which it seems pertinent in the interest of the Corporation, either within or without the State of Florida.

EIGHTH: The shareholders shall have no preemptive rights. No holder of stock of any class of this Corporation (or any subscriber) shall be entitled as of right, merely because he is a shareholder, to purchase any part of the unissued stock of the Corporation of any class, or of any additional stock of any class to be issued by reason of any increase in the following, including but not limited to, authorized capital stock of the Corporation,

bonds, certificates of indebtedness, debentures or other securities convertible into or carrying the right to purchase stock of the corporation, but any such unissued stock of any class, or such additional authorized issue of new stock, or of securities convertible into or carrying the right to purchase stock may be issued and disposed of by the Board of Directors to such person, firm, corporation, entity, or association, and on such terms as the Board of Directors may, in its absolute discretion, determine, without offering to the shareholders then of record, of any class, any thereof, on the same terms or on any terms, with all preemptive or preferential right of purchase of every kind being waived by each and every shareholder.

NINTH: (a) Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal or administrative, (hereinafter a "Proceeding"), or is contacted by any governmental or regulatory body in connection with any investigation or inquiry (hereinafter an "Investigation"), by reason of the fact that such person is or was a director or executive officer (as such term is utilized pursuant to interpretations under Section 16 of the Securities Exchange Act of 1934) or corporate counsel to the corporation, or is or was serving at the request of the corporation as a director, officer, employee, attorney, or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans (hereinafter an "Indemnitee"),

whether the basis of such Proceeding or Investigation is alleged action in an official capacity or in any other capacity as set forth above shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Florida General Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) or the costs of reasonable settlement made with a view to curtailment of the cost of litigation reasonably incurred or suffered by such Indemnitee in connection therewith and such indemnification shall continue as to an Indemnitee who has ceased to be a director, officer, employee, agent or attorney and shall insure to the benefit of the Indemnitee's heirs, personal representatives, executors and administrators; provided, however, that except as provided in paragraph (b) hereof with respect to Proceedings to enforce rights to indemnification, the corporation shall indemnify any such Indemnitee in connection with a proceeding (or part thereof) initiated by such Indemnitee only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Article shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such

proceeding in advance of its final disposition (hereinafter an "Advancement of Expenses"); provided, however, that the Advancement of Expenses shall be made only upon delivery to the Corporation of a personal guarantee by or on behalf of such Indemnatee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is not further right to appeal that such Indemnatee is or was not entitled to be indemnified for such expenses under this Article or otherwise (hereinafter a "Guarantee").

(b) If a claim under paragraph (a) of this Article is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for an Advancement of Expenses in which case the applicable period shall be twenty (20) days, the Indemnatee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit or in a suit brought by the Corporation to recover an Advancement of Expenses pursuant to the terms of a Guarantee, the Indemnatee shall be entitled to be paid also the expense of prosecuting or defending such suit. In

(1) any suit brought by the Indemnatee to enforce a right to indemnification hereunder (but not in a suit brought by the Indemnatee to enforce a right to an Advancement of Expenses) it shall be a defense that the Indemnatee has not met the applicable standard of conduct set forth in the Florida General Corporation Act; and

(2) in any suit by the Corporation to recover an Advancement of Expenses, pursuant to the terms of a Guarantee, the Corporation shall be entitled to recover such expenses upon a final adjudication that the Indemnitee has not met the applicable standard of conduct set forth in the Florida General Corporation Act.

Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such suit that indemnification of the Indemnitee is proper in the circumstances because the Indemnitee has met the applicable standard of conduct set forth in the Florida General Corporation Act, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its stockholder) that the Indemnitee has not met such applicable standard of conduct (or in the case of such a suit brought by the Indemnitee) shall be a defense to such suit. In any suit brought by the Indemnitee to enforce a right hereunder, or by the Corporation to recover an Advancement of Expenses pursuant to the terms of a Guarantee, the burden of proving that the Indemnitee is not entitled to be indemnified or to such Advancement of Expenses under this Section or otherwise shall be on the Corporation.

(c) The rights to indemnification and to the Advancement of Expenses conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, these Articles of Incorporation, bylaws, agreement,


vote of stockholders or disinterested directors or otherwise.

(d) The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, corporate counsel, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Florida General Corporation act.

(e) The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to the Advancement of Expenses, to any employee or agent of the Corporation to the fullest extent of the provisions of this Article with respect to the indemnification and Advancement of Expenses of directors, and executive officers and general counsel of the Corporation.

TENTH: The Corporation elects not to be governed by Section 607.0901 of the Florida Business Corporation Act.

DATED: March 21, 1995

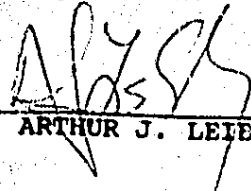


ARTHUR J. LEIBELL
Incorporator and Initial
Registered Agent

ACCEPTANCE OF REGISTERED AGENT

The undersigned registered agent for S.C.D. FLORIDA ISRAEL ENTERPRISES, INC. hereby accepts such appointment and is familiar

with, and accepts the obligations of that position.



ARTHUR J. LEIBELL

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTHUR J. LEIBELL, P.A.

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August 23, 1995

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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*****87.50 *****87.50

Re: **S.C.D. Florida Israel Enterprises, Inc.**
Articles of Amendment to Articles of Incorporation

To Whom It May Concern:

Enclosed are an original and one copy of the Articles of Amendment to the Articles of Incorporation of S.C.D. Florida Israel Enterprises, Inc. along with a filing fee in the amount of \$87.50. Please return a certified copy to the undersigned at the above address.

Thank you for your cooperation.

Sincerely,

Arthur J. Leibell

AJL:dd
Encis.

FILED
95 AUG 25 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

.Amend
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VS AUG. 29 1995

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION OF S.C.D. FLORIDA ISRAEL ENTERPRISES, INC.**

Pursuant to the provisions of Section 607.1005 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to the Articles of Incorporation:

1. Article "Second" of the Articles of Incorporation shall be deleted and the following Article Second shall be inserted in its place:

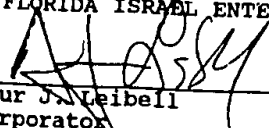
SECOND: The aggregate number of shares which the Corporation shall have authority to issue is FIVE MILLION (5,000,000) SHARES of capital stock, \$0.01 par value.

2. The Amendment was adopted on August 23, 1995.

3. The Amendment was duly adopted by the sole Incorporator of the Corporation. The Corporation has not yet issued shares.

Dated: August 23, 1995

S.C.D. FLORIDA ISRAEL ENTERPRISES, INC.

By: 
Arthur J. Leibell
Incorporator