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TO DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

145000025715
SYNOPSIS SHEET
FLORIDA PROFIT CORPORATION OR P.A.
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33136-
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770
33418-0600

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NAME: WESTFIELD R. CORP.
FAX AUDIT NUMBER: H95000003700
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ARTICLES OF INCORPORATION
OF
WESTFIELD R. CORP.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: WESTFIELD R. CORP.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be: 17044 COLLINS AVENUE, SUNNY ISLES, FL 33160.

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

RAY STORMONT
EMPIRE CORPORATE KIT COMPANY
1402 West Flagler Street # 200
Miami, Florida 33135-2209
(305) 541-3594

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To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute §607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

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To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promotor, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute S607.014;

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of \$ 1.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: PETER N. WEINER
2601 S.BAYSHORE DRIVE #1600
MIAMI, FL 33133

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ARTICLE VII

The initial board of Directors shall consist of a total of 1 person(s) and the name and address of the person(s) who is to serve as an initial director(s) is:

OLEG KLETS- 17044 COLLINS AVENUE- SUNNY ISLES, FL 33160
(PRESIDENT/SECRETARY/TREASURER)

ARTICLE VIII

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

EMPIRE CORPORATE KIT OF AMERICA, INC.
1492 W. FLAGLER ST #200
MIAMI, FL 33135

The undersigned has executed these Articles of Incorporation this 30TH day of MARCH, 1995

Ray Stormont
Incorporator
RAY STORMONT/PRESIDENT
SIGNING FOR
EMPIRE CORPORATE KIT OF AMERICA, INC.

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CERTIFICATE OF DESIGNATION
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.

First that WESTFIELD R. CORP.
(Name of Corporation)
desiring to organize under the laws of the State of FLORIDA
(Florida)
with its principal office, as indicated in the articles of
incorporation has named PETER N. WEINER
(Name of Registered Agent)
located at MIAMI, County of DADE
(City) (County)
State of Florida, as its agent to accept service of process within
this state.

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 HEREBY 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.

SIGNATURE Peter Weiner
Registered Agent
FILED
MAR 31 1995
TALLAHASSEE, FLORIDA

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EMPIRE CORPORATE

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: WESTFIELD R. CORP.

AUDIT NUMBER.....H96000018177

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....0

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TALLAHASSEE, FLORIDA

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Amend

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ARTICLES OF AMENDMENT
WESTFIELD R. CORP.

ARTICLE ONE

The following amendments to the Articles of Incorporation was adopted on 12/27/96

ARTICLE TWO

The Corporate Address and Principal Place of Business of the Corporation shall be:

201 Holiday Drive, Hallandale, Florida 33009

ARTICLE THREE

The Corporation's Registered Agent and his address shall be:

Mark Katsman, Esquire
Roth, Milne and Rouso
9350 South Dixie Highway, PH2
Miami, FL 33156

ARTICLE FOUR

The name and address of Directors shall be:

KIRILL ZOZULYA (PRESIDENT/DIRECTOR/SECRETARY)
201 Holiday Drive
Hallandale, FL 33009

ARTICLE FIVE

This amendment was adopted by the board of directors without shareholder action as no shareholders action was necessary.

ARTICLE SIX

The effective date of this amendment to Articles of Incorporation shall be 12/27/96.

ACCEPTANCE BY RESIDENT AGENT:

I agree as Resident Agent of Westfield R. Corp. to accept Service of Process, to keep the office open during prescribed hours, to post my name (and the names of my other officers of said corporation authorized to accept Service of Process, at the above Florida designated address) in some conspicuous place in the office as required by law. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

BY:

Mark Katsman
Mark Katsman

Prepared by:

Mark Katsman, Esq.
Roth, Milne and Rouso
9350 S. Dixie Hwy, PH 2
Miami, FL 33156
(305) 670-9994
Florida Bar Number: 0075604

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DEC-30-1996 16:33

EMPIRE CORPORATE KIT

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Signed this 27TH day of December, 1996.



Oleg Klets,
PRESIDENT/SECRETARY/ DIRECTOR

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