

**H95000036371**

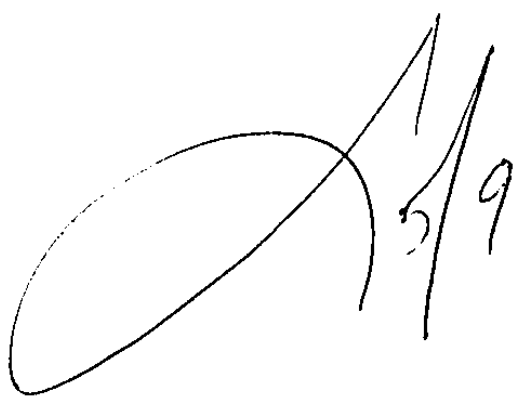
S 21  
T 50000 1777  
DIVISION OF CORPORATIONS  
DEPARTMENT OF REVENUE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3094  
FAX: (305) 541-3770  
EMPLOYEE COMPANY  
1492 W FLAGLER ST  
SUITE 200  
MIAMI FL 33136- 311-  
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: ORIAL U.S.A., INC.  
FAX AUDIT NUMBER: H95000005177  
DATE REQUESTED: 05/09/1995  
CERTIFIED COPIES: 1  
NUMBER OF PAGES: 6  
ESTIMATED CHARGE: \$122.50  
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TIME REQUESTED: 10:21:08  
CERTIFICATE OF STATUS: 0  
METHOD OF DELIVERY: FAX  
ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
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ARTICLES OF INCORPORATION  
OF  
ORTAL U.S.A., INC.

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SECRETARIAT  
TALLAHASSEE, FLORIDA

The undersigned, IRDA SHUKRIN, acknowledges and files in the Office of the Secretary of State of the State of Florida, for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

I

NAME AND ADDRESS:

The name of this Corporation shall be:

ORTAL U.S.A., INC.

The principal office of the Corporation will be:

12000 Biscayne Boulevard, Suite 702  
Miami, Florida 33181

II

BUSINESS:

The general nature of the business and businesses to be transacted are as follows:

To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida or the United States.

Without in any way limiting any of the objects and powers of the Corporation, it is expressly declared and provided that the Corporation, to carry on its business, or for the purpose of

IRA S. SHAPIRO, ESQUIRE  
FLORIDA BAR NO. 308943  
13899 Biscayne Blvd., #400  
Miami, FL 33181  
(305) 544-3936

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accomplishing any of the objects hereinabove mentioned shall have the power to make and perform contracts of any kind and description, to do any and all other acts and things, and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of the State of Florida upon corporations formed under the laws of said State and which now or hereafter may be authorized by law.

III

CAPITAL:

The authorized capital stock of this Corporation shall consist of: 1000 shares of common stock, \$1.00 par value.

IV

EXISTENCE:

The Corporation shall have perpetual existence.

V

REGISTERED OFFICE AND REGISTERED AGENT:

The initial street address of the Corporation's initial registered office is 13899 Biscayne Boulevard, Suite 400, Miami, Florida 33181. The initial Registered Agent for the Corporation is IRA R. SHAPIRO located at the initial registered office address of the Corporation.

VI

DIRECTORS:

The Corporation shall have not less than one Director, as provided by the By-Laws. Directors shall hold office for one year, or until their successors have been duly elected and qualified.

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VII

INITIAL BOARD:

The following shall constitute the first Board of Directors of the Corporation:

NAME

ADDRESS

MANUM RAHAMIM

12000 Biscayne Blvd., Suite 702  
Miami, Florida 33181

VIII

INCORPORATOR:

The name and address of the initial Incorporator of the Corporation is as follows:

NAME

ADDRESS

LIDA SHUKRIE

12000 Biscayne Blvd., Suite 702  
Miami, Florida 33181

IX

GENERAL PROVISIONS:

- (a) The private property of the Stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.
- (b) Subject to the provisions and conditions of this Article, the Corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its Capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.
- (c) A Director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

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- (d) The Corporation shall indemnify each Director and Officer of the Corporation against all or any portion of any expenses reasonably incurred by her in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an Officer or Director of the Corporation (whether or not he continues to be an Officer or Director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

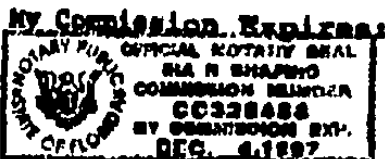
SUBSCRIBED at Miami, Florida, this 8 day of May, 1995.

LIDA SHUKRIE

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged, sworn to and subscribed before me by LIDA SHUKRIE this 8 day of May, 1995.



IRA R. SHAPIRO NOTARY PUBLIC  
Commission/Serial Number (if any)

Personally Known OR Produced Identification ✓  
Type of Identification Produced Driver's License

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IPC\ORTAL.AGT

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED.

ORTAL U.S.A., INC.

In pursuance of Chapter 48.091, Florida Statutes, the  
following is submitted, in compliance with said Act:

First--That ORTAL U.S.A., INC., desiring to organize under the  
laws of the State of Florida with its principal office, as  
indicated in the Articles of Incorporation, at the City of Miami,  
County of Dade, State of Florida, has named IRA R. SHAPIRO, located  
at 13899 Biscayne Boulevard, Suite 400, Miami, Florida, County of  
Dade, State of Florida, as its agent to accept service of process  
within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above-  
stated Corporation, at place designated in this Certificate, I  
hereby accept to act in this capacity, and agree to comply with the  
provisions of said Act relative to keeping open said office.

BY:   
IRA R. SHAPIRO,  
Registered Agent

FILED  
95 MAY -9 PM 12:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P95000036371

Nissan Share  
3510 N.C. 161<sup>st</sup> St.  
N. M. 3. FL.  
33160  
City/State/Zip

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) **500001890825**  
-07/11/96--01042--008
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) **\*\*\*\*\*35.00 \*\*\*\*\*35.00**
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

- ☐ Walk in      ☐ Pick up time \_\_\_\_\_      ☐ Certified Copy  
☐ Mail out      ☐ Will wait      ☐ Photocopy      ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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APPROVED  
AND  
FILED

*Handwritten signature and initials:*  
The Secretary  
FL  
DMS



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morthum  
Secretary of State

July 25, 1996

ORTAL U.S.A., INC.  
3510 N.E. 16TH STREET  
NORTH MIAMI BEACH, FL 33160

SUBJECT: ORTAL U.S.A., INC.  
Ref. Number: P95000036371

We have received your document for ORTAL U.S.A., INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must include original signatures.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6916.

352  
Carol Mustain  
Corporate Specialist

Letter Number: 596A00035831

P95000036371  
Act of Diss  
Aug 26-96



## ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: ORTAL USA

SECOND: The date dissolution was authorized: 30 June 1996

THIRD: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by vote of the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:*

The number of votes cast for dissolution was sufficient for approval by

(voting group)

Signed this 30 day of June, 19 96

Signature

(By the Chairman or Vice Chairman of the Board, President, or other officer)

Nahum Rachamim

(Typed or printed name)

President, CEO

(Title)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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APPROVED  
AND  
FILED

2018 7101  
Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: ORTAL USA

SECOND: The articles of incorporation were filed on: May 09, 1995

THIRD: (CHECK ONE)

☒ None of the corporation's shares have been issued

☐ The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

☒ A majority of the incorporators authorized the dissolution.

☐ A majority of the directors authorized the dissolution.

Signed this 30 day of June, 19 96

Signature

(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

Nahum Behamim

(Typed or printed name)

President, CEO

(Title)

1014-0101

# DISSOLUTION OF CORPORATION CERTIFICATE

We, the President, and Secretary of ORTAL USA INCORPORATION (audit # H95000005177), in accordance with the requirements of the Corporation Laws of the state of Florida and in order to obtain the dissolution of said Corporation, as provided by said Law, DO HEREBY AS FOLLOWS:

The registered office of ORTAL USA INCORPORATION in the state of Florida is at 12000 Biscayne Blvd. Suite 702 Miami, Florida, and the resident agent thereof, upon whom process against this Corporation may be served is at 3510 NE 167st. North Miami Beach, Florida 33160.

The dissolution of said Corporation has been duly authorized in accordance with provisions of Corporation Laws of state of Florida.

The following is a list of the names and residences of directors of the said Corporation:

Name	Address
Nahum Rehamim	Darch Hashalom 7 Tel Aviv, Israel


The following is a list of the names and residence dresses of the officers of the Corporation:

Name	Office	Residence
Nahum Rehamim	President, CEO, Secretary	Darch Hashalom 7 Tel Aviv, Israel

A true Record

Attest

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Secretary