

Geoffrey King Robinson
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May 11, 1995

State of Florida
Department of State
Corporate Division
P.O. Box 6327
Tallahassee, Florida 32314

7000001487637
-05/15/95--01080--020
****122.50 ****122.50

Re: RAFAEL ITSHAKI ENTERPRISES, INC.

Gentlemen:

Please find enclosed two (2) copies of the Articles of Incorporation for the above-referenced corporation. Also enclosed is our firm's check in the amount of \$122.50 to cover the cost of filing the Articles (\$35.00), Registered Agent Designation (\$35.00), and Certified copy (\$52.50). Please return the copy to the above address.

Thank you for your prompt attention to this matter.

Sincerely,



Bibi Robinson
Legal Secretary

Enclosures

MAY 16 1995

FILED
95 MAY 15 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
RAFAEL ITZHAKI ENTERPRISES, INC.

FILED
95 MAY 15 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I -- NAME

The name of this corporation is **RAFAEL ITZHAKI ENTERPRISES, INC.** The principle place of business and the mailing address of this corporation shall be 1445 Collins Avenue, Miami Beach, Florida, 33139.

ARTICLE II -- DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III -- PURPOSE

This corporation is organized for the purpose of:

Owning and operating a business establishment involved in the retail sale of pizza and other foods, as well as various beverages and dry goods; and

Transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV -- CAPITAL STOCK

This corporation is authorized to issue 1000 shares of no par value common stock which shall be designated as "Common Stock".

ARTICLE V -- PRE-EMPTIVE RIGHTS

Pursuant to Florida Statutes §607.0630, as amended from time to time, every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI -- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 800 West Avenue, Suite 418, Miami Beach, Florida, 33139, and the name of the initial registered agent of this corporation at that address is Geoffrey K. Robinson, Esq.

ARTICLE VII -- INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than three. The name and address of the initial Board of Directors of the corporation is:

Rafael Itzhaki
1100 West Avenue, #1504
Miami Beach, Florida 33139

ARTICLE VIII -- INCORPORATORS

The name and address of the Incorporator signing these Articles is: Geoffrey K. Robinson, 800 West Avenue, #418, Miami Beach, Florida, 33139.

ARTICLE IX -- INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X -- AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 12th day of May, 1995.


GEOFFREY K. ROBINSON
 Incorporator

STATE OF FLORIDA :
COUNTY OF DADE : ss

The foregoing instrument was acknowledged before me this 12th day of May, 1995, by GEOFFREY K. ROBINSON.

Erin Suzanne Roli
Notary Public,
State of Florida



BIDI BOGDAN ROBINSON
COMMISSION # CC 332521
EXPIRES NOV 28, 1997
Atlantic Bonding Co., Inc.
800-732-2245

Personally Known X OR Produced Identification
Type of Identification Produced _____

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that RAFAEL ITZHAKI ENTERPRISES, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1445 Collins Avenue, Miami Beach, Florida, 33139, has named Geoffrey K. Robinson, Esq., located at 800 West Avenue, Suite 418, Miami Beach, Florida, 33139, as its agent to accept service of process within Florida.

Dated: MAY 12th, 1995



GEOFFREY K. ROBINSON
Incorporator

FILED
MAY 15 1995
SECRETARY OF STATE
FLORIDA

Having been named to accept service of process for the above named 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 performance of my duties.



GEOFFREY K. ROBINSON
Registered Agent