

P 94000016925

Chapter Number Only

FILED
FEB 23 PM 12:03
TALLAHASSEE, FLORIDA

2-20-96

Requester's Name Barry Silverstein #704
Address 2999 N. E. 191 Street
N. E. Miami Beach, FL 33180
City State ZIP Phone
954-0205

VALIDATION ONLY

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-02/23/96--01061--012
*****70.00 *****70.00

CORPORATION(S) NAME

KACHLER & SABAN CORP

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reservation | <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> Certificates Under Seal |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input type="checkbox"/> After 4:30 |
| | <input checked="" type="checkbox"/> Pick Up | <input type="checkbox"/> Mail Out |

Name
Availability
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W.P. Verifier

F. CHESSE

FEB 23 1996

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96 FEB 23 AM 10:58
DIVISION OF CORPORATION

EMPIRE Toll Free: 1-800-432-3028

ARTICLES OF INCORPORATION

OF

KACHLER & SABAN CORP.

FILED
95 FEB 23 PM 12:03
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be Z & M ADVERTISING CORP. and the principal place of the business and offices of the corporation shall be 18151 NE 31 COURT PENTHOUSE SUITE 107 NORTH MIAMI BEACH FLORIDA.

ARTICLE II

This corporation shall commence its perpetual existence upon the filing of these Articles of Incorporation with the Secretary of the State of Florida.

ARTICLE III

The general purpose of this corporation is to transact any or all lawful business permitted under the laws of the State of Florida.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue shall be as follows:

Number of Shares Authorized	Par Value	Class
500	\$1.00	Common

All of said stock shall be payable in cash, property, real or personal, or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

KACHLER & SABAN CORP.

ARTICLE V

The street address of the initial registered office of this corporation and its initial registered agent are as follows:

Name	Address
BARRY D. SILVERSTEIN ESQUIRE	2999 NE 191 STREET SUITE 704 NORTH MIAMI BEACH FLORIDA 33180

ARTICLE VI

This corporation shall have at least one director, with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the corporation be managed by the shareholders. The name(s) and addresses of the director(s) of the corporation who shall hold office the first year or until successors are duly elected and qualified, shall be:

Name	Address
ARIE KACHLER	9330 LAGOON PLACE SUITE 310 FORT LAUDERDALE FLORIDA 33124
SARAH SABAN DE-KACHLER	9330 LAGOON PLACE SUITE 310 FORT LAUDERDALE FLORIDA 33124

ARTICLE VII

The name and address of the Incorporator is:

Name	Address
BARRY D. SILVERSTEIN ESQUIRE	2999 NE 191 STREET SUITE 704 NORTH MIAMI BEACH FLORIDA 33180

ARTICLE VIII

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to the corporation.

ARTICLE IX

This corporation, by duly adopted action of the Board of Directors, may indemnify and insure its officers and directors to the extent permitted by law either now existing or hereafter enacted.

ARTICLE X

The by laws of this corporation may be altered, amended, adopted or repealed by either the Stockholders or the Director(s).

ARTICLE XI

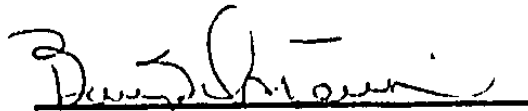
Every stockholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as to that which he already holds, shall have the preemptive right of first refusal in the purchase of his pro rata share thereof and to do so at the price at which it is offered to others.

ARTICLE XII

This Corporation shall be treated in accordance with the appropriate laws governing Subchapter S Corporations until such time as the Shareholders or Director(s) chooses to alter the manner said Corporation is treated under the appropriate State and/or Federal Tax Codes.

KACHLER & SARAN CORP.


IN WITNESS WHEREOF, the undersigned, being the original Incorporator of the above named corporation, for the purpose of forming a corporation to do business within and without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Incorporation this February 22, 1996.


Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AND AT THE PLACE DESIGNATED IN THE AFORESAID ARTICLES OF INCORPORATION, THE UNDERSIGNED DOES HEREBY AGREE TO ACT IN THIS CAPACITY, AND IN ACCORDANCE THEREWITH TO COMPLY WITH ALL PROVISIONS OF THE FLORIDA STATUTES RELATIVE TO THE DISCHARGE OF SAID DUTIES.

Dated this February 22, 1996.


BARRY D. SILVERSTEIN

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CLERK OF STATE
TALLAHASSEE, FLORIDA

P96000016925

Lac & Mac
BARRY D. SILVERSTEIN
2000 NORTH EAST 111ST STREET
SUITE 704
AVENTURA, FLORIDA 33180
TEL (305) 935 0203 • FAX (305) 937 8658

February 29, 1996

DIVISION OF CORPORATIONS
POST OFFICE BOX 6327
TALLAHASSEE FLORIDA 32314

Change of Principal Place of Business for Kachler & Saban
DOCUMENT NUMBER: P96000016925
SUBMITTED FOR FILING FEB. 23, 1996

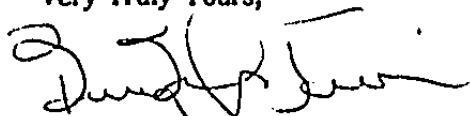
Ladies/Gentlemen:

Please note the correct address for the above referenced corporation and the place it will be conducting business is 9330 Lagoon Place Fort Lauderdale Florida 33124.

Please make this correction for the Secretary of States documentation.

Thank you very much.

Very Truly Yours;



BARRY D. SILVERSTEIN ESQUIRE
INCORPORATOR OF KACHLER & SABAN CORP.
BDS:jmh

