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3/04/96

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE

1492 W. FLAGLER ST.

STATE OF FLORIDA

SUITE 200

109 EAST GINES STREET

MIAMI, FL 33135

TALLAHASSEE, FL 32399

CONTACT: RAY STORMONT

FAX: (904) 922-4000

PHONE: (305) 541-3694

FAX: (305) 541-3770

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DOCUMENT TYPE:

FLORIDA PROFIT CORPORATION OR P.A.

NAME: DOGLA INCORPORATED

FAX AUDIT NUMBER: H98000003054

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/04/1996

TIME REQUESTED: 16:22:35

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*Wrote - 4849
R.A. Gump - 615*

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96 MAR -5 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CHIEF OF BUREAU

96 MAR -5 PM 8:14

CHIEF OF BUREAU



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 5, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: DOGLA INCORPORATED
REF: W96000004849

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H96000003054
Letter Number: 596A00009656

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96 MAR -5 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
DOGLA INCORPORATED

ARTICLE I

NAME

The name of the Corporation is DOGLA INCORPORATED.

ARTICLE II

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State. The principal place of business of this corporation is: 3611 Collins Avenue, Miami Beach, Florida 33140.

ARTICLE III

PERMITTED ACTIVITY

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue shall be One Thousand (1,000) shares of voting common stock with \$1.00 par value.

Prepared by:

Stephen A. Freeman, Esquire
Fla. Bar No.
Freeman Buttermann & Haber
520 Brickell Key Drive, O-305
Miami, Florida 33131
(305) 374. 8800

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ARTICLE V

PREEMPTIVE RIGHTS DENIED

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation 3611 Collins Avenue, Miami Beach, Florida 33140. The initial Registered Agent at that address is Stephen A. Freeman.

ARTICLE VII

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The name and address of the directors of the Board of Directors who shall serve until the first annual meeting of shareholders or until his successor is elected and qualified shall be:

Dov Dunaevsky
Yishar Glaser

3611 Collins Ave., Miami Beach, FL 33140
3611 Collins Ave., Miami Beach, FL 33140

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ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is: Stephen A. Freeman, 520 Brickell Key Drive, Suite 0-305, Miami, Florida 33131.

ARTICLE IX

INDEMNIFICATION

Every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and hold harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suite or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 29 day of February, 1996.



Stephen A. Freeman

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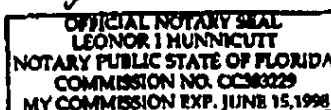
STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared
Stephen A. Freeman, who [] produced _____
_____ as identification or who [X] is personally known to me to be
the person who executed the foregoing Articles of Incorporation and
he acknowledged before me according to law, that he made and
subscribed the same for the purpose therein mentioned and set
forth.

WITNESS my hand and official seal in the County and State
named above this 24th day of February, 1996.

My commission expires:

Leonor I. Hunnicutt
Notary Public - State of Florida



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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.

1. The name of the corporation is: DOGLA INCORPORATED
2. The name and address of the Registered agent and office is: Stephen A. Freeman, 520 Brickell Key Drive, Suite 0-305, Miami, Florida 33131.

Signature: _____

Stephen A. Freeman

Title: _____

Registered Agent

Date: _____

February 27, 1996

Having been named as registered agent and to accept the process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agreed 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: _____

Stephen A. Freeman

Date: _____

February 28, 1996.

FILED
95 MAR -5 PM 3:
SECRETARY OF STATE
TALLAHASSEE, FLORIDA