

TRANSMITTAL LETTER

**PP6000098845**

Division of Corporations  
P. O. Box 33  
Tallahassee, FL 32314

SUBJECT: MAAYAN, INC.  
(Proposed corporate name - must include suffix)

400002021544--4  
-12/06/96--01007--004  
\*\*\*\*122.50 \*\*\*\*122.50

Enclosed is an original and one (1) copy of the articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☒ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

FROM: FRANK E. AMSALEM, ESQ.  
Name (printed or typed)

420 LINCOLN ROAD #258  
Address

MIAMI BEACH, FL 33139  
City, State & Zip

(305) 534-8301  
Daytime Telephone number

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 DEC -5 PM 2:50

FILED

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION OF  
MAAYAN, INC.**

The undersigned incorporator, for the purpose of forming a Corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for the corporation:

**ARTICLE I.  
NAME**

The name of the corporation is: **MAAYAN, INC.**

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TALLAHASSEE FLORIDA

**ARTICLE II.  
PRINCIPAL OFFICE**

The street address of the corporation's initial principal office is 4141 Nautilus Drive, City of Miami Beach, County of Dade, State of Florida, 33140.

**ARTICLE III.  
CORPORATE DURATION**

The period of the corporation's duration shall be perpetual, that is, until dissolved on a vote of the shareholders as provided in these articles.

**ARTICLE IV.  
PURPOSE OR PURPOSES**

The general purposes for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on or in connection with or auxiliary to the preceding business.

**ARTICLE V.  
CAPITALIZATION**

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 100 shares. These shares shall be of a single class of common stock, and shall have a par value of \$1 per share.

**ARTICLE VI.  
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 4141 Nautilus Drive, City of Miami Beach, County of Dade, State of Florida, 33140, and the name of its initial registered agent at such address is Michael Oz.

**ARTICLE VII  
INCORPORATORS**

The name and street address of each person signing these articles of incorporation as an incorporator is:

<u>Name</u>	<u>Address</u>
Michael Oz	4141 Nautilus Drive, Miami Beach, Florida 33140

**ARTICLE VIII.  
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE IX.**  
**TRANSFER OF SHARES**

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusals to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

**ARTICLE X.**  
**INDEMNIFICATION**

The subscriber, along with the officer and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by him or her in connection with or resulting from any claim, action, suit or proceeding, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been a director, officer or employee of the corporation, whether or not he or she continues to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters as to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding.

**ARTICLE XI.**  
**DISSOLUTION**

The corporation may be dissolved at any time by decision of Michael Oz. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholders.

The undersigned incorporators of this corporation, have executed these articles of incorporation at 420 Lincoln Road, Suite 258, Miami Beach, Florida 33139.

Dated 2 December, 1996.

  
\_\_\_\_\_  
Michael Oz

STATE OF FLORIDA )  
                          )SS:  
COUNTY OF DADE )

**BEFORE ME**, the undersigned Notary Public, personally appeared Michael Oz, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me, that he made and subscribed the same for the purposes therein mentioned and set forth.

**IN WITNESS WHEREOF**, I have hereunto set my hand and official seal, at Miami, Dade County, Florida this 2nd day of November, 1996.

*December*

  
\_\_\_\_\_  
Frank E. Amsalem, Esq.

My Commission Expires:



Frank E Amsalem  
My Commission CC602263  
Expires November 18, 2000

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT REGISTERED OFFICE**

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PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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: Maayan, Inc..
2. The name and the address of the registered agent and office is:

Michael Oz

4141 Nautilus Drive  
(P.O. Box not accepted)  
Miami Beach, Florida 33140  
(City, State, Zip Code).

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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Having been named to accept service or 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.

Dated: 2 December, 1996

  
\_\_\_\_\_  
Michael Oz