

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
TOLL FREE No. 1-800-342-8062  
FAX (904) 222-1222

NAME \_\_\_\_\_  
FIRM \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
\_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

REQUEST TAKEN CONFIRMED APPROVED  
DATE 1/21/97  
TIME 10:35 CK No.  
BY DR/CD

WALK-IN  
Will Pick Up \_\_\_\_\_

RE: Cheer Norayr, Inc.

	C.C. FEE.	DISBURSED
Capital Express™		
✓ Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
✓ ( ) Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ( )		
Top Priority		
Express Mail Prep.		
FAX ( ) pgs.		

SUBTOTALS

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	\$

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection

FILED  
97 JAN 21 PM 1:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
CHEZ NORAYR, INC.

FILED  
97 JAN 21 PM 1:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
NAME

The name of this corporation is: CHEZ NORAYR, INC.

ARTICLE II  
DURATION

The term of existence of the corporation is perpetual.

ARTICLE III  
PURPOSE

The purpose for which the corporation is organized is the transaction for any and all lawful business for which corporations may be incorporated under the General Corporation Act of the State of Florida. These shall include but not be limited to, the power to sue and be sued, complain and defend in its corporate name in all actions and proceedings, and to have a Corporate Seal. The Corporation may also purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use or otherwise deal in or with real or personal property or any interest therein wherever situated. It shall have the power to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of any or all of its property, franchises and income. It may conduct its business, carry on its operations, and have officers and exercise the powers

granted by this act within and without the State of Florida.

It may elect and/or appoint officers and agents and define their duties and fix their compensation. It may take and alter by-laws in any way consistent with these Articles of Incorporation and the laws of the State for the administration and regulations of the affairs of the Corporation. The Corporation shall have the power to make donations to the public welfare or for charitable, scientific, or educational purposes. It shall have the power to transact any lawful business which the Board of Directors shall find to be in aid of Government Policy. The Corporation shall further have the power to pay pensions and establish pension plans, and other incentive plans for any and all its Directors, Officers and Employees and for any and all of the Directors, Officers and Employees of its subsidiaries. It may be a promoter, incorporator, general partner, limited partner, member, associate or manager of any corporation, partnership, limited partnership, joint venture, trust or enterprise. The Corporation shall have the further power to purchase, take, receive, subscribe for, or otherwise acquire, own, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with shares or other interest in or obligations of other domestic and foreign corporations, associations, partnerships and individuals including the direct and indirect obligations to the United States or any government, state, territory or other governmental body. The Corporation shall have the power to have and to exercise all powers necessary or convenient to effect its purpose.

#### ARTICLE IV

##### CAPITAL STOCK

The aggregate number of shares which the corporation has the authority to issue is 100 shares, all of which shall be common shares with par value of \$1.00.

#### ARTICLE V

##### 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 pro rata share (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 corporate office of this corporation is 20423 State Road 7, #189, Boca Raton, Florida 33498.

The registered office of this corporation is:

20423 State Road 7, #189, Boca Raton, FL 33498.

The name of the initial registered agent of this corporation at that address is: LIOUBOV GUERASSIMENKO

#### ARTICLE VII

##### DIRECTORS

This corporation shall initially have one (1) director.

The number of directors may be either increased or diminished

from time to time by the bylaws but shall never be less than one.  
The name and address of the initial director of this corporation  
is:

President : LIOUBOV GUERASSIMENKO  
20423 State Road 7, #189  
Boca Raton, FL 33498

#### ARTICLE VIII

##### INCORPORATOR

The name and address of the incorporator is:

LIOUBOV GUERASSIMENKO  
20423 State Road 7, #189  
Boca Raton, FL 33498

#### ARTICLE IX

##### OFFICERS

The initial officer of the corporation shall be:

LIOUBOV GUERASSIMENKO

#### ARTICLE X

##### COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence  
on:

Upon receipt by the Secretary of State

#### ARTICLE XI

##### AMENDMENT

This corporation reserves the right to amend or repeal any  
provisions contained in this Articles of Incorporation, to any  
amendment hereto, and any rights conferred upon the stockholders

are subject to this reservation.

IN WITNESS WHEREOF, I have subscribed my name this 14th  
day of January, A.D., 1997.

Guerao Si menko  
INCORPORATOR

STATE OF FLORIDA

COUNTY OF PALM BEACH

On this 14th day of January, A.D., 1997,  
before me, a Notary Public for the State of Florida the under-  
signed officer personally appeared LIOUBOV GUERASSIMENKO, known to  
me to be the person whose name is subscribed to in the within  
instrument, and acknowledges he executed the same for the purposes  
therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Sandra H. Murphy  
Notary Public

My Commission Expires:



SANDRA H MURPHY  
My Commission CC408525  
Expires Sep. 20, 1998

FILED  
97 JAN 21 PM 1:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in Article VI of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the complete discharge of its duties.

Dated this 14th day of January, 1997.

Gueorgi Simeonov  
Registered Agent