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*99-000008491*

January 17, 1997

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-01/23/97--01068--008

\*\*\*\*122.50 \*\*\*\*122.50

Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: Sarafan Holding Corporation

To Whom It May Concern:

Enclosed please find the original Articles of Incorporation for the above referenced corporation. Also enclosed please find a check in the sum of \$122.50 which should cover the filing fee and the certified copy that we would like to receive in return once the Articles of Incorporation have been filed.

If you need any further assistance, please do not hesitate to contact me.

Very truly yours,

*Richard Sarafan*  
RICHARD SARAFAN

RS/va

Enclosures

va/lr3/sarafan ltr

*1/29*

FILED  
STATE  
OFFICE  
1997 JAN 23 AM 10:11

**ARTICLES OF INCORPORATION**  
**OF**  
**SARAFAN HOLDING CORPORATION**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following article of incorporation:

**ARTICLE I**

**NAME**

The name of the corporation is Sarafan Holding Corporation.

**FILED**  
97 JAN 23 AM 10:11  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE II**

**PRINCIPAL OFFICE**

The street address of the initial principal office of the corporation is 825 Brickell Bay Drive, Suite 1748, Miami, Florida 33131 c/o Richard and Richard, P.A.

**ARTICLE III**

**CORPORATE DURATION**

The duration of the corporation is perpetual.

**ARTICLE IV**

**PURPOSES**

The general purposes for which this Corporation is organized is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE V**  
**CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is one hundred (100). Such shares shall be of a single class, and shall be without par value.

**ARTICLE VI**  
**REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 825 Brickell Bay Drive, Suite 1748, Miami, Florida 33131, and the name of its initial registered agent at such address is Richard Sarafan.

**ARTICLE VII**  
**DIRECTOR**

The number of directors constituting the corporations initial board of directors is one. The name and address of the person who is to serve as a member of the initial board of directors is Richard Sarafan at 825 Brickell Bay Drive, Suite 1748, Miami, Florida 33131.

**ARTICLE VIII**  
**INCORPORATOR**

The name of and address of the incorporator is Richard Sarafan at 825 Brickell Bay Drive, Suite 1748, Miami , Florida 33131.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation  
this 17<sup>th</sup> day of JANUARY, 1997.

Richard Sarafan  
RICHARD SARAFAN

STATE OF FLORIDA     )  
                                  )     ss:  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of  
January, 1997 by Richard Sarafan, who is personally known to me and did taken  
an oath.

Vivian P. Arias  
Vivian P. Arias  
NOTARY PUBLIC

My commission expires:



**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent and to accept service of 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.

Richard Sarafan  
RICHARD SARAFAN, ESQ.  
Florida Bar #296805  
Richard and Richard, P.A.  
825 Brickell Bay Drive  
Tower III - Suite 1748  
Miami, Florida 33131  
Telephone: (305) 374-6688

FILED  
97 JAN 23 AM 10:11  
CLERK OF STATE  
TALLAHASSEE FLORIDA

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