

P970000 21001

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10149, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

RE: Mes Keresz, Incorporated

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 \$ _____ Out \$ _____

- 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 I or 3 File
- UCC II Search
- UCC II Retrieval
- File No.'s, Copies
- Courier Service
- Shipping/Handling
- Phone ()
- Top Priority
- Express Mail Prop.
- FAX () pgs.

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91 MAR -7 AM 11:40
TALLAHASSEE, FLORIDA

SUBTOTALS	
FEE
DISBURSED
SURCHARGE
TAX on corporate supplies
SUBTOTAL
PREPAID
BALANCE DUE

RECEIVED
91 MAR -7 AM 9:52
DIVISION OF CORPORATION

~~RECEIVED~~ MAR 7 1997

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	3-7-97	_____	_____
TIME	9:10	_____	ck No. _____
BY	DR	_____	_____

WALK IN
Will Pick Up _____

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, 10% per Annum

THANK YOU
from
Your Capital Conn

ARTICLES OF INCORPORATION

OF

M & S KESEF, INCORPORATED

The undersigned incorporators of this corporation under Florida Statute 607, as amended, adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of this corporation is:

M & S KESEF, INCORPORATED

ARTICLE II

Purposes

The general nature of the business and the objects and purposes proposed to be transacted and carried on by and powers of this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

Conduct the business of:

To purchase, lease or otherwise acquire, own, hold, use, improve, build upon, construct, equip, license, manage and operate, mortgage, sell, let, convey or otherwise dispose of, real and personal property, either within or without the State of Florida,

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in the United States, and in foreign countries, and any interest therein, necessary or convenient for the purposes herein expressed, including stores, shops, plants and commissaries to be used in or in connection with its business;

To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises and contracts of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign;

To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments or other bodies;

To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporates to manufacture and sell products under any trademark, letters, patent or copyrights, and grant licenses to do the same, and to carry on any business, manufacturing, or otherwise, which may directly or indirectly effectuate these objects or any of them;

To carry on the business of import and export of general merchandise for all foreign and domestic markets, to export from and import into the United States, its territories and possessions and any and all foreign countries, as principal or agent, and to act as brokers, commissionmen, factors, franchisers, franchisees, and agents for the buyers and sellers, both foreign and domestic, merchandise of every kind or nature, and to sell, purchase and deal with merchandise of every kind of nature;

To acquire the goodwill, rights and property, and to undertake the whole or any part of the assets or liabilities of any person, firm association, or corporation. To pay for the same in cash, the stock of this corporation, bonds, or otherwise. To hold or in any manner dispose of the whole or any part of the property to purchase; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business;

To enter into, make and perform contract of every kind with any person, firm, association, partnership, syndicate, entity, or corporation, domestic or foreign, municipality, body politic, country, territory, state government, or colony or dependency thereof, domestic or foreign;

To purchase or otherwise acquire, hold, sell, exchange, pledge, hypothecate, underwrite, deal in and dispose of stocks, bonds, notes, debentures, or other evidences of indebtedness and obligations securities of any corporation, company, association, partnership, syndicate, entity, or person, domestic or foreign, or of any domestic or foreign state government, or governmental authority, or of any political or administrative subdivision or department thereof, and certificates or receipts of any kind representing or evidencing any interest in any such stocks, bonds, notes, debentures, evidences or indebtedness, obligations, securities, certificates, or receipts purchased or required by it; and, while the owner or holder of any such stocks, bonds, notes,

debentures, evidences of indebtedness, obligations, securities, certificates, or receipts to exercise all the rights of ownership in respect thereof; and to the extent now or hereafter permitted by law, to aid by loan, subsidy, guarantee, or otherwise those issuing creating, or responsible for any such stocks, bonds, notes, debentures, evidences or indebtedness, obligations, securities, certificates or receipts;

To have offices, conduct its business, and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories and colonies of the United States, and in foreign countries, without restrictions as to place or amount;

In general, to carry on any other business or enterprise and exercise all or any of the corporate powers which may be carried on or exercised by a corporation organized under Chapter 607, Florida Statutes as amended, not forbidden by the laws of the State of Florida;

And further, to do and perform and cause to be done or performed each, any, and all of the acts and things enumerated herein, or otherwise granted or permitted by law, and any and all other acts and things insofar as the same may be incidental to or include in any or all of the general powers given, and:

To do all acts and things and conduct and carry on all business and enterprises to the same extent as any natural which is not specifically prohibited by the laws of the State of Florida,

United States of America any rule or regulation promulgated thereunder;

The said corporation may perform any part of its business outside the State of Florida, in other states, territories, or possessions of the United States, and in all foreign countries.

ARTICLE III

Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is ONE HUNDRED (100) shares of common stock of One Thousand Dollars (\$1,000.00) par value.

ARTICLE IV

Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all purposes shall be vested exclusively in the holder(s) of the outstanding Common Shares.

ARTICLE V
Duration

This corporation is to have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE VI
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 may already hold, 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 VII
Principal Place of Business
and Mailing Address

The principal place of business and the mailing address of this corporation shall be:

11523 South Dixie Highway
Pinecrest, Florida 33156

ARTICLE VII
Initial Registered Agent
and Street Address

The name and the street address of the initial registered agent is:

Moshe Petel
11523 South Dixie Highway
Pinecrest, Florida 33156

ARTICLE IX
Directors

The initial number of directors of this corporation shall be two(2). The number of directors may be either increased or decreased from time to time by the By-Laws but shall never be less than two(2).

The name and address of the member of the first Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's

existence, or until their successors are elected and have qualified, are:

<u>Name</u>	<u>Address</u>
Moshe Petel	11523 South Dixie Highway Pinecrest, Florida 33156
Spurgeon F. Solomon	11523 South Dixie Highway Pinecrest, Florida 33156

ARTICLE X
Subscriber

The name and address of the subscribers of these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Moshe Petel	11523 South Dixie Highway Pinecrest, Florida 33156
Spurgeon F. Solomon	11523 South Dixie Highway Pinecrest, Florida 33156

ARTICLE XI
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted.

ARTICLE XII

The corporation shall have the further right and power to:

From time to time determine whether and to what extent and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock book) of any of them shall be open to inspection of stockholders; and no document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders of Board of Directors.

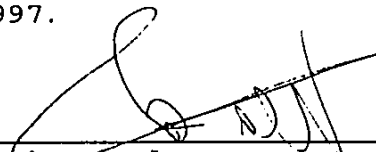
The Corporation may in its by-laws confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

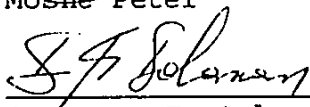
Both stockholders and directors shall have power, if the by-laws so provide, to hold their respective meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the

Statutes of the State of Florida) outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by Statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

Dated this 6 day of March, 1997.



Moshe Petel


Spurgeon F. Solomon

STATE OF FLORIDA)
) SS:
COUNTY OF)

BEFORE ME, the undersigned authority, personally appeared, Moshe Petel and Spurgeon F. Solomon, to me well known to be the person(s) described in and who executed the foregoing Certificate of Incorporation, and who acknowledged before me, according to law, that they 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 Dade County, Florida, this 6 day of March, 1997.

R. Lynn Smith

Type/Print Name: R. Lynn Smith
NOTARY PUBLIC, State of Florida
My Commission Expires: 3-21-99



R. LYNN SMITH
My Comm Exp. 3/21/99
Bonded By Service Ins
No. CC447169

Personally Known Othw I D

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That M & S Kesef, Incorporated, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 11523 South Dixie Highway, Pinecrest, Florida 33156, located at Dade County, Florida hereby appoints Moshe Petel as its agent to accept service of process within Florida.

SIGNATURE _____

Moshe Petel

SIGNATURE _____

Spurgeon F. Solomon

DATE 3-6-97

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

SIGNATURE _____

Moshe Petel
Registered Agent

DATE 3-6-97

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MAR -7 11:00 AM
TALLAHASSEE, FLORIDA