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JOAN BAKER NEUWIRTH, ESQUIRE

9837 N.W. 2 Court
Plantation, Florida 33324
TELEPHONE No.: (954) 570-3024
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* 2/24 *, 1997

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

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-02/27/97--01033--015
****122.50 ****122.50

Re: Formation of Noy, Inc.

Gentlemen/Ladies:

Enclosed please find the following in connection with the above referenced matter:

1. Original executed Articles of Incorporation of Noy, Inc.;
2. Original executed Acceptance of Appointment of Registered Agent; and
3. Check No. * 623 * in the amount of \$122.50 made payable to the Division of Corporations representing the monies necessary to file the Articles of Incorporation and for a certified copy of same.

Please file the Articles of Incorporation of Noy, Inc. and return a certified copy back to me. Please call me should you have any questions or comments concerning the enclosed.

Very truly yours,

Joan Neuwirth
JOAN BAKER NEUWIRTH

enclosures

FILED
97 MAR 24 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W97-5720
3/5/97
JD



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 5, 1997

JOAN BAKER NEUWIRTH ESQ.
9837 NW 2ND COURET
PLANTATION, FL 33324

SUBJECT: NOY, INC.
Ref. Number: W97000005120

We have received your document for NOY, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 997A00011283

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ARTICLES OF INCORPORATION

OF
Yummi Ummi *mc*
NOY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Yummi Ummi *mc*

The name of the corporation is ~~Noy~~, Inc. (hereafter the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is
6320 Coral Lake Drive, Margate, Florida 33063.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares Authorized: 10,000

Par Value Per Share: \$0.01

Class of Stock: Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

1. On call of the board of directors or persons authorized to do so by the Corporation's bylaws; or
2. If the holders of not less than ten (10) percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office in the State of Florida is 6320 Coral Lake Drive, Margate, Florida, County of Broward, and the name of its initial registered agent at such office is Shirley Kass.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one (1) director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is two (2), and the names and addresses of the members of the initial Board of Directors, who are to serve as the Corporation's directors until their successors are duly elected and qualified are:

WJS Marilyn Cohen
Noga Shlezinger
c/o Shirley Kass
6320 Coral Lake Drive
Margate, Florida 33063

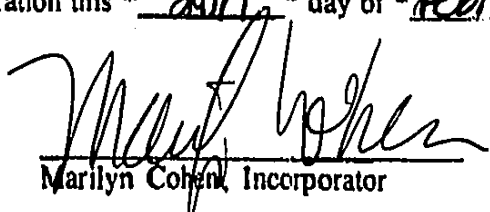
ARTICLE VII

The name of the Incorporator is Marilyn Cohen and the address of the Incorporator is c/o Shirley Kass, 6320 Coral Lake Drive, Margate, Florida 33063.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, THE undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this * 24th * day of * February, 1997.


Marilyn Cohen, Incorporator

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Yummi Umami *mc*

THE UNDERSIGNED, named as the registered agent of ~~Noy~~, Inc., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

Shirley Kass

Shirley Kass
Registered Agent

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TALLAHASSEE, FLORIDA