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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: OFS, INC.

AUDIT NUMBER.....H97000008033

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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**ARTICLES OF INCORPORATION  
OF  
OFS, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the Corporation shall be:

**OFS, INC.**

**ARTICLE II. PRINCIPAL OFFICE**

The address of the principal office of this Corporation shall be: 6345 Collins Avenue, TH4, Miami Beach, Florida, 33141, and the mailing address shall be the same.

**ARTICLE III. NATURE OF BUSINESS**

This Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE IV. CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

Prepared by: Irina Nemtsev, Esq.  
2020 N.E. 163rd Street, Suite 300  
North Miami Beach, FL 33162  
FL Bar No.: 0086037  
(305) 944-9100

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**ARTICLE V. SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

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

The street address of the initial registered office of the Corporation shall be Law Offices of Irina Nemtsev, P.A., 2020 N.E. 163rd Street, Suite 300, North Miami Beach, Florida 33162, and the name of the initial registered agent of the Corporation at that address is Irina Nemtsev, Esq.

**ARTICLE VII. TERMS OF EXISTENCE**

This Corporation is to exist perpetually.

**ARTICLE VIII. DIRECTORS**

This Corporation shall have two [2] directors. The name and street address of the initial directors who shall hold office for the first year of the Corporation, or until his successor is elected or appointed is:

Sergey Khestanov  
Director/President

25 Mostilmovskaya Street, Apt.51  
Moscow, Russia 117330

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Alexander Ishchenko  
Director/Vice-President

6345 Collins Avenue, TH4  
Miami Beach, FL 33141

#### **ARTICLE IX. OFFICERS**

The officers of the Corporation and their addresses shall be:

Sergey Khestanov  
Director/President/  
Treasurer:

25 Mosfilmovskaya Street, Apt.51  
Moscow, Russia 117330

Alexander Ishchenko  
Director/Vice-President/  
Secretary:

6345 Collins Avenue, TH4  
Miami Beach, FL 33141

#### **ARTICLE X. PREEMPTIVE RIGHTS**

The Corporation elects to have preemptive rights.

#### **ARTICLE XI. BY-LAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation.

#### **ARTICLE XII. EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### **ARTICLE XIII. AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner

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now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

#### **ARTICLE XIV. INCORPORATORS**

The name and street address of the incorporator to these Articles of Incorporation:

<u>Name</u>	<u>Address</u>
Irina Nemtsev	2020 N.E. 163rd Street Suite 300 North Miami Beach, FL 33162

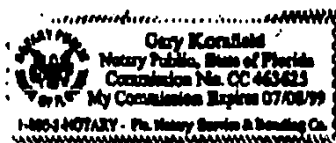
***IN WITNESS WHEREOF***, the undersigned subscribing incorporator has hereunto set their hand and seal on this 13<sup>th</sup> day of May, 1997.

  
Irina Nemtsev, Esq., Incorporator

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing Articles of Incorporation of OFS, Inc. was acknowledged before me this 13th day of May, 1997, by Irina Nemtsev, Esq. who is personally known to me.

  
NOTARY PUBLIC  
My Commission Expires:



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**ACKNOWLEDGMENT OF REGISTERED AGENT**

Having been named to accept service of process for the above-stated corporation, at place designated in the above and foregoing Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

IRINA NEMTSEV, ESQ.

Date: May 13, 1997

FILED  
97 MAY 15 PM 3:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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