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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: KHAMZIN PRODUCTION, "MOSCOW-MIAMI", INC.
AUDIT NUMBER.....H97000009534
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 11, 1997

EMPIRE CORPORATE KIT COMPANY

SUBJECT: KHAMZIN PRODUCTION, MOSCOW-MIAMI, INC.
REF: W97000013629

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

The registered agent designated must be an active Florida corporation or limited liability company or a foreign corporation or limited liability company authorized to transact business in Florida. Please correct the document accordingly.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

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) 487-6919.

Beth Register
Corporate Specialist Supervisor

FAX Aud. #: H97000009594
Letter Number: 697A00031504

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**ARTICLES OF INCORPORATION
OF**

KHAMZIN PRODUCTION, MOSCOW-MIAMI, 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:

KHAMZIN PRODUCTION, MOSCOW-MIAMI, INC.

The address of the principal office of this Corporation shall be: 245-22nd Street, Club "Onyx" bldg., Miami Beach, Florida 33139, and the mailing address shall be the same.

ARTICLE II. 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 III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is (1,000) shares of common stock having \$1.00 par value per share.

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

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ARTICLE IV. 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 V. 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 VI. TERMS OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VII. DIRECTORS

This Corporation shall have one [1] director(s). 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:

Mikhail Khamzin
Director/President

1031, 19 ST #36
Miami Beach, FL 33139

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ARTICLE VIII. OFFICERS

The officers of the Corporation and their addresses shall be:

Mikhail Khamzin	1031, 19 ST #36
Director/President/ Secretary	Miami Beach, FL 33139

Simion Tsaytin	1746 Meridian Ave., Apt. #7
Vice President/Treasurer	Miami Beach, FL 33139

ARTICLE IX. PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights.

ARTICLE X. 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 XI. EFFECTIVE DATE

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

ARTICLE XII. 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

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or to any amendment hereto, in any manner 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 XIII. INCORPORATORS

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

Irina Nemtsev, Esq.

2020 N.E. 163rd Street
Suite 300
North Miami Beach, FL 33162

IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereunto set her hand and seal on this 11th day of June, 1997.

Irina Nemtsev

Irina Nemtsev, Incorporator

STATE OF FLORIDA
COUNTY OF DADE

The foregoing Articles of Incorporation of KHAMZIN PRODUCTION, MOSCOW-
MIAMI, INC. was acknowledged before me this 11th day of June, 1997, by Irina Nemtsev,
Esq. who is personally known to me.

Marcia Godwin
NOTARY PUBLIC
My Commission Expires:



MARCIA GODWIN
My Commission 00380801
Expires Jun. 98, 1998
Bonded by NAJ
800-422-1805

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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 this certificate, I hereby accept to act in this capacity, and agree
to comply with the provision of said Act relative to keeping open said office.

Date: June 11, 1997

Irina Nemtsev
IRINA NEMTSEV, ESQ.

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TALLAHASSEE, FLORIDA