

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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SimANTOV, Inc.

- ✓ Cert.
- ☐ Art of Inc. File _____
- ☐ LTD Partnership File _____
- ☐ Foreign Corp. File _____
- ☐ L.C. File _____
- ☐ Fictitious Name File _____
- ☐ Name Reservation _____
- ☐ Merger File _____
- ☐ Art. of Amend. File _____
- ☐ RA Resignation _____
- ☐ Dissolution / Withdrawal _____
- ☐ Annual Report / Reinstatement _____
- ☐ Cert. Copy _____
- ☐ Photo Copy _____
- ☐ Certificate of Good Standing _____
- ☐ Certificate of Status _____
- ☐ Certificate of Fictitious Name _____
- ☐ Corp Record Search _____
- ☐ Officer Search _____
- ☐ Fictitious Search _____
- ☐ Fictitious Owner Search _____
- ☐ Vehicle Search _____
- ☐ Driving Record _____
- ☐ UCC 1 or 3 File _____
- ☐ UCC 11 Search _____
- ☐ UCC 11 Retrieval _____
- ☐ Courier _____

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97 AUG -4 PM 4:01
DIVISION OF CORPORATIONS

Signature _____

Requested by: CD

Name _____

Date 8/4/97

Time 4:00

Walk-In _____

Will Pick Up _____

RP
8-5-97

**ARTICLES OF INCORPORATION
OF
SIMANTOV, INC.**

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ARTICLE I - NAME

The name of the corporation is SIMANTOV, Inc. (the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

ARTICLE IV - INITIAL REGISTERED AGENT

The mailing and street address of the initial registered office of this Corporation is 2665 South Bayshore Drive, Suite 1004, Coconut Grove, Florida 33133; and the name of the initial registered agent of this Corporation is Robert A. Kaplan.

ARTICLE V - PRINCIPAL OFFICE ADDRESS

The mailing and street address of the principal office of this Corporation is 3770 Chase Avenue, Miami Beach, Florida 33140.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have (2) initial directors. The number of directors may be either increased or decreased from time to time as provided in the Corporation's Bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this Corporation are:

David Dardashti
3770 Chase Avenue
Miami Beach, Florida 33140

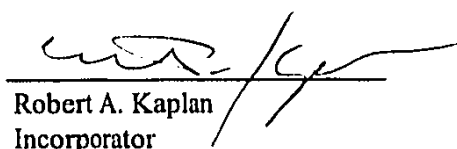
Hillel Bronstein
16 West 36th Street
New York, NY 10018

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Robert A. Kaplan
2665 South Bayshore Drive
Suite 1004
Coconut Grove, Florida 33133

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this ___ day of August, 1997.


Robert A. Kaplan
Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

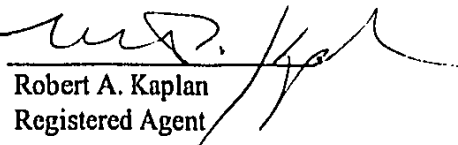
That SIMANTOV, Inc. (the "Corporation"), desiring to organize under the laws of the State of Florida, has named Robert A. Kaplan as its agent to accept service of process within this state.

SIMANTOV, Inc.
2665 South Bayshore Drive
Suite 1004
Coconut Grove, Florida 33133

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and further, agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

Dated this ___ day of August, 1997.


Robert A. Kaplan
Registered Agent

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