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G. W. GARMAN & CO.

M R G L E S

3801 SOCEAN DR 4Z  
HOLLYWOOD FL 33019

Telephone 954.455.9104

11/29/97

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, Fl 32314  
(904) 488-9000

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-12/17/97--01028--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sirs/Madam:

Enclosed is an original and one (1) copy of the Articles of  
Incorporation of SHMUEL PROPERTIES, INC. for filling  
purposes.

Also enclosed is an executed original of the registered  
agent's written acceptance of his appointment as registered  
agent.

Also enclosed is a check for \$ 70.<sup>00</sup> <sup>1094</sup> to cover filing fees.

Please send a stamped copy of the Articles to the  
undersigned at the above address.

Thank you for your prompt attention.

Very Truly Yours,

Guy Garman  
FOR THE FIRM  
954-455-9104

FILED  
97 DEC 17 PM 12:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

GUY GARMAN & CO.  
3801 S OCEAN DR. 4Z  
Hollywood, FLORIDA 33019  
Phone (954) 455-9104

me 12/17/97

FILED

Articles of Incorporation  
of  
SHMUEL PROPERTIES, INC.  
ARTICLE I. NAME

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*The name of this Florida Corporation is*

SHMUEL PROPERTIES, INC.

ARTICLE II. ADDRESS

*The mailing address of the Corporation is*

740 COCO PLUM CIR #2  
PLANTATION FL, 33324

ARTICLE III. CAPITAL STOCK

*The Corporation shall have the authority to issue 1000 shares of common stock, par value \$0.1 per share.*

ARTICLE IV. REGISTERED AGENT

*The name and address of the registered agent of the Corporation is*

SHMUEL HAIMOVITCH  
740 COCO PLUM CIR # 2 PLANTATION FL 33324

ARTICLE V. BOARD OF DIRECTORS

*The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is*

SHMUEL HAIMOVITCH

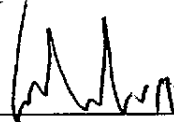
ARTICLE VI. INCORPORATOR

*The name and address of the incorporator is:*

SHMUEL HAIMOVITCH  
740 COCO PLUM CIR # 2 PLANTATION FL 33324

*The authorized representative of the incorporator executed the Articles of Incorporation on November 29, 1997.*

By \_\_\_\_\_



CERTIFICATE OF DESIGNATION  
REGISTERED AGENT / REGISTERED OFFICE

CORPORATION

SHMUEL PROPERTIES, INC.

REGISTERED AGENT

SHMUEL HAIMOVITCH  
740 COCO PLUM CIR # 2 PLANTATION FL 33324

*I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.*

By   
SHMUEL HAIMOVITCH

Date: November 29, 1997

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA