

P98000002214

FILED

**THE TAX MAN, INC.**  
*Accounting, Tax, & Financial Planning Services*  
**1601 BELVEDERE ROAD**  
**SUITE 103 - SOUTH**  
**WEST PALM BEACH, FL 33406**  
**(561) 684-3844; FAX (561) 689-0708**

98 JAN -7 AM 9:22

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

January 5, 1998

Florida Department of State  
Division of Corporations  
Bureau of Corporate Records  
P. O. Box 6327  
Tallahassee, FL 32301

500002391965--2  
-01/07/98--01011--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Itzhak Mizrachi Incorporated

Gentlemen:

Enclosed please find the original and a copy of the Articles of Incorporation for the above captioned corporation, as well as a check in the amount of \$70.00 to cover the cost of filing.

If there are any questions feel free to contact me at the address above or by telephone.

Thank you in advance for your prompt attention to this matter.

Very truly yours,

  
Jay B. Fischer

JBF/Ss

Encl./

P. Hall

JAN - 9 1998

ARTICLES OF INCORPORATION  
OF  
ITZHAK MIZRACHI INCORPORATED

FILED  
98 JAN -7 AM 9:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is ITZHAK MIZRACHI INCORPORATED.

ARTICLE II

NATURE OF BUSINESS

This Corporation may engage in any business activity or business permitted under the laws of The United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is SEVEN THOUSAND FIVE HUNDRED (7,500) SHARES of common stock having \$1.00 par value.

ARTICLE IV

INITIAL CAPITAL

The amount of capital that this Corporation will begin with is FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The address in the State of Florida of the principle office of this Corporation is 423-B Duval Street, Key West, Florida, 33040, and the name of the initial registered agent at this address is Itzhak Mizrachi.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the by-laws, but shall never be less than one.

ARTICLE VIII

INITIAL DIRECTORS

Itzhak Mizrachi

423-B Duval Street  
Key West, Fl 33040

**ARTICLE IX**

**INCORPORATORS**

The name and address of the persons signing these articles of incorporation is:

Itzhak Mizrachi

423-B Duval Street  
Key West, Fl 33040

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of incorporation this 30th day of December, 1997.

Itzhak Mizrachi  
Itzhak Mizrachi

STATE OF FLORIDA

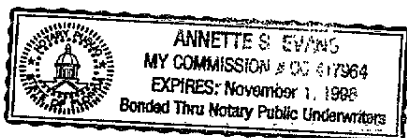
COUNTY OF MONROE

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Itzhak Mizrachi known by me to be the person who executed these article of incorporation.

IN WITNESS THEREOF, I have hereunto set my hand and official seal, in the state and county aforesaid, this 30th day of December, 1997.

{SEAL}

Annette S. Evans  
Notary Public



FILED

98 JAN -7 AM 9:23

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE STATE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48,091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST--ITZHAK MIZRACHI INCORPORATED  
DESIRES TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS  
PRINCIPLE PLACE OF BUSINESS AT THE CITY OF KEY WEST, MONROE COUNTY,  
STATE OF FLORIDA, HAS NAMED ITZHAK MIZRACHI, AT 423-B DUVAL STREET,  
CITY OF KEY WEST, STATE OF FLORIDA AS ITS AGENT TO ACCEPT PROCESS  
WITHIN FLORIDA.

SIGNED Itzhak

TITLE PRESIDENT

DATE DECEMBER 30, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY  
AGREE TO ACT IN ACCORDANCE WITH THE PROVISIONS OF ALL STATUTES  
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNED Itzhak

Itzhak Mizrahi  
Resident Agent

DATE DECEMBER 30, 1997