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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: GOLANI HOLDINGS, INC.

AUDIT NUMBER.....H98000004262

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION
OF
GOLANI HOLDINGS, INC.

FILED
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AM 8
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, has executed the following document as incorporator of the above corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the State of Florida.

ARTICLE I

The name of the corporation shall be:

GOLANI HOLDINGS, INC.
1643 N.E. 14 AVENUE
FORT LAUDERDALE FL

ARTICLE II

This corporation shall commence existence upon the filing of these articles of incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:
To have perpetual succession by its corporate name;
To sue and be sued, complain, and defend in its corporate name in all actions or proceedings; To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

PREPARED BY:

ALVARO J. ZULYAGA C.P.A.
2034 E. OAKLAND PARK

FORT LAUDERDALE FL.
33306-1107. (305) 786-8494

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EMPIRE CORPORATE KIT

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To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated; To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or in any part of its property and assets; To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute sec. 607.141; To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, otherwise dispose of, and otherwise deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, territory, governmental district, or municipality or of any instrumentality thereof; To make contracts and guarantees and incur liabilities, borrow money at such rates of interests as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income; To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real or personal property as security for the payment of funds so loaned or invested; To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without the State; To elect or appoint officers and agents of the corporation and define their duty and fix their compensation; To make and alter by-laws, not inconsistent with its Articles of Incorporation or with the laws of this State; To make donations to the public welfare or for charitable, scientific, or educational purposes; To transact any lawful business that the board of directors shall find will be in aid of governmental policy; To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees of its subsidiaries; To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise; To have and exercise all powers necessary or convenient to effect its purposes; To

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indemnify any person who may incur damages by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute sec. 607.0 14;

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 1,000 shares, having and individual par value of One dollar. Unless otherwise stated in these articles, there shall be only one class of stock for this corporation.

ARTICLE V

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

HAIM LEVAV
1643 N.E. 14 AVENUE
FORT LAUDERDALE FL

ARTICLE VI

The initial Board of Directors shall consist of a total of one (1) person, and the name and address of the person who is to serve as initial director is:

HAIM LEVAV
1643 N.E. 14 AVENUE
FORT LAUDERDALE FL

PRESIDENT

The name and address of the incorporator executing these Articles of Incorporation is:

HAIM LEVAV
1643 N. E. 14 AVENUE
FORT LAUDERDALE FL

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I WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 27th day of January 1998.


HAIM LEVAV

State of Florida
County of BROWARD

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared HAIM LEVAV known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, This 27th day of January, 1998.


NOTARY PUBLIC, STATE OF FLORIDA AT
LARGE



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CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE
Pursuant to the provisions of section 607.0501, Florida
Statutes, the undersigned corporation, organized under the
laws of the State of Florida, submits the following statement
in designating the registered office/registered agent, in the
state of Florida.

1. The name of the corporation is
GOLANI HOLDINGS, INC.
2. The name and address of the registered agent and office
is:
HAIM LEVAV
1643 N.E. 14TH AVENUE
FORT LAUDERDALE FL

Signature Title PLACEMENT.Date 1/27/98

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE
OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE
DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE
APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS
CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF
ALL STATUTES RELATING TO THE PROPER AND COMPETE PERFORMANCE OF
MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT MY OBLIGATIONS
AS REGISTERED AGENT.

SIGNATURE DATE 1/27/98

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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