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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: NAOMI'S ENTERPRISES INC.

AUDIT NUMBER.....H98000007838

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

CERT. OF STATUS..1

PAGES..... 3

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 27, 1998

FAS-T CORP. AGENTS, INC.

SUBJECT: NAOMI'S ENTERPRISES INC.
REF: W98000009280

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 name of the entity must be identical throughout the document.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

NAOMI'S ENTERPRISES, INC.

I, the undersigned, being of legal age and natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the state of Florida.

ARTICLE I
NAME

The name of this corporation is NAOMI'S ENTERPRISES, INC.

ARTICLE II
PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III
STOCK

This corporation shall be authorized to issue 1,000 shares of capital stock, at a par value of \$1.00 per share. All of said stock shall be payable in cash; property, real or personal; or labor or services in lieu of cash, at a just valuation, to be fixed by the Board of Directors of this corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the whole consideration therefore shall have been paid.

Prepared by Shomar Accounting & Tax Services, P.A.
5190 N.W. 167TH St., #111, Miami, FL 33014
Ph:(305) 474-0086 Fax: (305) 474-0087

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ARTICLE IV
CORPORATE EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE V
CORPORATE ADDRESS

The street address of the initial principal office of this corporation is 325 W. 26 Street, Miami Beach, FL 33140 with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE VI
INCORPORATOR

The name and mailing address of the incorporator is as follows:

NAME	ADDRESS
Joseph Shomar	17439 N.W. 66 Ct. Miami, FL. 33015

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The name and address of the initial director of this corporation is:

President: Yaron Yemini, 325 W. 26 ST., Miami Beach, FL 33140.

Secretary: Same as above.

Treasurer: Same as above.

ARTICLE VIII
REGISTERED AGENT

The initial registered agent of this corporation shall be Joseph Shomar and the street address of the initial registered office of this corporation is 17439 N.W. 66 Ct. Miami, FL. 33015

ARTICLE IX
ACCOUNTING YEAR

This corporation shall have a calendar year starting January 1st and ending December 31.

**ARTICLE X
AMENDMENTS**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation this 23rd day of April, 1998.


Joseph Shomar

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--that NAOMI'S ENTERPRISES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Miami, County of Dade, State of Florida has named Joseph Shomar located at 17439 N.W. 66 Ct., Miami, FL. 33015; Telephone:(305)828-2284; city of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above started 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.

BY: 
(Resident Agent)

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