

David Torchin, C.P.A., P.A.

Certified Public Accountant

8211 West Broward Boulevard, Suite 200
Plantation, Florida 33324
phone: (954) 472-3124
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a professional association

P98000056250

June 19, 1998.

**Division of Corporations
P.O. Box 1500
Tallahassee, FL 32302-1500**

RE: Gabbay, Inc.

300002568183--1
-06/22/98--01102--006
*****78.75 *****78.75

Dear Sir/Madam;

Enclosed please find a check made to the Secretary of State for \$78.75 for filing of the enclosed articles of incorporation and a certificate of status. Please return them to the following address as soon as possible. Thank You.

David Torchin, C.P.A., P.A.
8211 West Broward Blvd.
Suite 200
Plantation, FL 33324-2726

Very Truly Yours,



David Torchin, C.P.A.

FILED
98 JUN 22 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH JUN 22 1998

ARTICLES OF INCORPORATION
OF

Gabbay, Inc.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Gabbay, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Business Address:

**36 N.E. 1st Street
Miami, FL 33132
(305) 373-7737**

Mailing Address:

**8211 West Broward Blvd.
Suite 200
Plantation, FL 33324-2726**

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand Shares (1000.) at One Dollar (\$1.00) par value per share.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**David Torchin, C.P.A.
8211 West Broward Blvd., Suite 200
Plantation, FL 33324-2726**

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TALLAHASSEE, FLORIDA

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporators to these Articles of incorporation is(are):

President/Director /Incorporator

Sason Gabay
3079 NW 79th Street
Miami, FL 33147

Vice-President/Director

Moris Gabay
3079 NW 79th Street
Miami, FL 33147

Secretary/Treasurer/Director

Victor Gabbai
3079 NW 79th Street
Miami, FL 33147

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

19th day of **June, 98**.



Signature

Signature

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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:

Gabbay, Inc.

2. The name and address of the registered agent and office is:

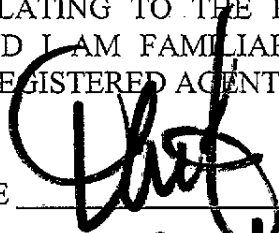
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TALLAHASSEE, FLORIDA

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 COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE _____

DATE _____


6/17/98