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NAME: D.H.M. HOLDINGS, INC.

AUDIT NUMBER.....H98000019732

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

CERT. OF STATUS..0

PAGES..... 7

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**D.H.M. HOLDINGS, INC.**

The undersigned hereby presents these Articles for the formation of a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of this corporation is D.H.M. HOLDINGS, INC.

The principal place of business and mailing address for the corporation is: 20 West 33<sup>rd</sup> Street, New York, N.Y. 10001

**ARTICLE II**

**PURPOSE**

The general purpose or purposes for which the corporation is initially organized shall be to engage in the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida General Corporation Act; and the corporation shall have the power to take all action and do all things necessary and proper to carry out the foregoing purposes.

THIS INSTRUMENT PREPARED BY:  
MAX M. HAGEN, ESQ.  
HAGEN & HAGEN, P.A.  
3990 Sheridan Street, #104  
Hollywood, Florida 33021  
Florida Bar No. 032722

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ARTICLE III

CAPITAL STOCK

The corporation is authorized to issue one hundred (100) shares of common stock having ten dollar (\$10.00) par value.

ARTICLE IV

CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law. The corporation shall be effective as of date of filing.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida is: 3990 Sheridan Street, Suite 104, Hollywood, FL 33021.

and the name of the initial registered agent at that address is:

MAX M. HAGEN, ESQ.

ARTICLE VI

NUMBER OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be increased or decreased from time to time, by by-laws adopted by the stockholders, but shall never be less than one.

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ARTICLE VII

INITIAL BOARD OF DIRECTORS

The names and addresses of the initial Board of Directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
MOSHE TZORFATI, President and Director	20 West 33 <sup>rd</sup> Street New York, N.Y. 10001
DAVID GANZ, Treasurer and Director	20 West 33 <sup>rd</sup> Street New York, N.Y. 10001
SOLOMON MOSLI, Secretary and Director	20 West 33 <sup>rd</sup> Street New York, N.Y. 10001

ARTICLE VIII

SUBSCRIBER

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
MOSHE TZORFATI	20 West 33 <sup>rd</sup> Street New York, N.Y. 10001

ARTICLE IX

CUMULATIVE VOTING FOR DIRECTORS

At all elections of directors of this corporation, each stockholder shall be entitled to as many votes as shall equal the number of shares which he is entitled to vote multiplied by the number of directors to be elected; and he may cast all such votes for a single director, or may distribute them among any number of directors to be elected.


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ARTICLE X

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the incorporator, have executed these Articles of Incorporation this 15 day of SEP, 1998.

 (SEAL)  
MOSHE TZORFATI, Incorporator

STATE OF FLORIDA     )  
                              ) SS.  
COUNTY OF BROWARD )

BEFORE ME, the undersigned authority, personally appeared MOSHE TZORFATI, to me well known and known to me to be the individual described in, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

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IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at

Hollywood, County of Broward, State of Florida, this 15 day of September A.D., 1998.



[Signature]  
NOTARY PUBLIC  
State of Florida at Large

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE 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--THAT D.H.M. HOLDINGS, INC.  
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF NEW YORK

STATE OF NEW YORK HAS NAMED MAX M. HAGEN, ESQ

LOCATED AT 3990 Sheridan Street, Suite 104  
(STREET ADDRESS AND NUMBER OF BUILDING,  
POST OFFICE BOX ADDRESSES ARE UNACCEPTABLE)

CITY OF Hollywood, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE [Signature]  
(CORPORATE OFFICER)

TITLE President

DATE 15 Sep. 1998

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

SIGNATURE

  
 MAX M. HAGEN, ESQ.  
 RESIDENT AGENT

DATE

Sept. 15, 1998

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 TALLAHASSEE, FLORIDA

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