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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Aventura Kosher, Inc.

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*****78.75 *****78.75

- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

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DIVISION OF CORPORATIONS
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Signature _____

Requested by: LS Date 11/10/98 Time 11:45
Name _____

Walk-In _____ Will Pick Up _____

ARTICLES OF INCORPORATION

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The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. Name: The name of this corporation is
AVENTURA KOSHER, INC., a Florida corporation

2. Duration: The period of its duration is perpetual.

3. Purpose: The purpose is to engage in any activities or business permitted under the laws of the United States of America and Florida.

4. Capital Stock: The corporation is authorized to issue 100 shares, all of one class, with \$1.00 par value.

5. Initial Registered Office and Agent: The name and address of the initial registered agent and office of this corporation is as follows:

Registered Office	Principal Office and Mailing Address
Richard A. Friend, Esq. 5975 Sunset Drive Penthouse 802 South Miami, Florida 33143	3015 Aventura Boulevard Miami, FL 33180

6. Initial Board of Directors: This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the By Laws of the corporation in the manner provided by law, but shall never be less than one.

The names and addresses of the initial directors of this corporation are:

Name	Address
Michael Einhorn	3015 Aventura Boulevard Miami, FL 33180

7. Incorporator: The name and address of the Incorporator signing these Articles of Incorporation is:

Name	Address
Michael Einhorn	3015 Aventura Boulevard Miami, FL 33180

8. Amendment of Articles: 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 shareholder is subject to this reservation.

9. Non-Resident Directors: Directors need not be residents of this state or shareholders unless otherwise directed by the By Laws.

10. Directors Authority to Fix Compensation: Directors shall have authority to fix compensation unless otherwise provided in the By Laws.

11. Director Conflict of Interest:

A. No contract or other transaction between the corporation and one or more of its directors, or between the corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose provided that:

1. The fact of such common directorship, officership or financial interest is disclosed or known to the board of committee, and the board or committee approves such contracts or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. Such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. The contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholder.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

12. Indemnification: The corporation may be empowered to indemnify any officer of directors, or any former officer of directors in the manner set out and provided for in the By Laws of this corporation and/or the Florida Statutes, as amended.

13. Removal of Directors: At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of 51 percent of the shares then entitled to vote at an election of directors.

14. Informal Action of Directors: If all directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writing evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 5th day of November, 1998.

Michael Einhorn
Michael Einhorn

On this the 5th day of November, 1998, before me, the undersigned Notary Public of the State of Florida, personally appeared and whose name(s) is/are subscribed to the within instrument, and he/she/they acknowledge that he/she/they executed it.

WITNESS my hand and official seal.

My commission expires:



Vivian A. Marinéz
NOTARY PUBLIC, STATE OF FLORIDA

Vivian A. MARINEZ
(Name of Notary Public)

DID take an oath, or Personally known to me, or
 DID NOT take an oath Produced identification:

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

[Signature]
Registered Agent

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