

JOHN C. RAYSON*
THOMAS P. MOSS
*ALSO ADMITTED IN ILLINOIS

LAW OFFICES OF
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OF COUNSEL
LELAND H. RAYSON

P 98000096056
5 November 1998

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****131.25 *****87.50

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee FL 32399

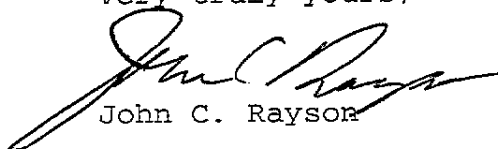
RE: Articles of Incorporation for Zohar Holding
Corporation.

Dear Sir or Madam:

With regard to the above-referenced corporation, enclosed please find original Articles of Incorporation, together with our firm's trust check in the amount of \$131.25. Please file the articles and return the conformed copy with a Certificate of Status.

If anything further is required do not hesitate to contact us.

Very truly yours,


John C. Rayson

JCR/ks
Enclosures

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ARTICLES OF INCORPORATION
OF
ZOHAR HOLDING CORPORATION

JOHN C. RAYSON, a natural person competent to contract does hereby make, subscribe, acknowledge and file in the office of the Secretary of State of the State of Florida for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

ARTICLE I
NAME

The name of the corporation shall be as stated above.

ARTICLE II
GENERAL NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of capital stock authorized to be issued by this corporation shall be Five Hundred (500) shares having a par value of One Dollar (\$1.00) per share. Each of said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the Stockholders. All or any part of said capital stock may be paid for in cash, in property (other than stock or securities), or in labor or services at a fair valuation to be fixed by the Incorporators, or by the Board of Directors, at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be non-assessable.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be no less than Five Hundred Dollars (\$500.00).

ARTICLE V
TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI
PRINCIPAL OFFICE

The following shall be the street address and the principal office of this corporation, but the corporation shall have the power to move the principal office to any other address in the State of Florida, and to establish branch offices and other places of business at any such other places within or without the State of Florida that may be deemed expedient: 113 S. Riverside Drive, Pompano Beach, Florida 33064.

ARTICLE VII
DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of not less than one (1) and not more than nine (9) the number of the same to be fixed by the corporate by-laws. Each of said Directors shall be of full age and at least one of them shall be a citizen of the United States. Any director may be removed, without cause, at any annual or special meeting of the Stockholders, where a quorum is present in person or by proxy, by the affirmative vote of a majority of the outstanding stock of the corporation entitled to vote at said meeting. Any officer of the corporation may be removed without cause at any annual or special meeting of the Board of Directors, where a quorum is present in person or by proxy, by the affirmative vote of a majority of the Directors present at said meeting.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The names and addresses of the first Board of Directors are:

Abraham Benelyahou, 3 Alger Road, Great Neck, New York
Iran Nissan Yagoub, 113 Colonial Road, Great Neck, New York

The members of the first Board of Directors, unless otherwise provided by the by-laws, or unless removed as provided herein, shall hold office for the first year of the corporate existence or until their successors are elected and appointed and have qualified.

ARTICLE IX
SUBSCRIBERS

The name and address of the sole subscriber to these Articles of Incorporation is as follows:

JOHN C. RAYSON, 2400 E. Oakland Park Blvd., Fort Lauderdale FL

ARTICLE X
CONFLICT OF INTEREST

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Officers of this corporation are pecuniarily or otherwise interested in, or are Directors or Officers of, such other corporation; any Director individually or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this corporation who is also a Director or Officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors, and may vote at any such meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a Director or Officer of such other corporation or not so interested.

ARTICLE XI
INDEMNIFICATION

Every Director and every Officer of this corporation shall be indemnified by this corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceedings to which he may be a party or to which he may become involved, or any appeal therein, by reason of his being or having been a Director or Officer of this corporation, whether or not he is a Director or Officer of this corporation, whether or not he is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement or reimbursement as being in the best interests of this corporation. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such Director or Office may be entitled as a matter of law or otherwise.

ARTICLE XII
ASSIGNMENT OF SUBSCRIPTIONS

The original subscriber to these Articles of Incorporation shall have the right, upon incorporation, to assign and deliver his subscription to any other person, firm or corporation who may thereafter become subscribers to the capital stock of this corporation who, upon accepting such assignment, shall stand in

lieu of the original subscriber, and assume and carry out all the rights, liabilities and duties entailed by such subscriptions, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

ARTICLES XIII
AMENDMENT

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida, and all rights conferred upon the Stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation for the uses and purposes herein stated.

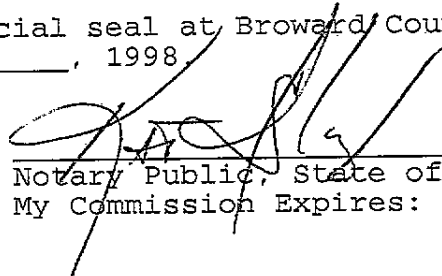


JOHN C. RAYSON

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgements, personally appeared JOHN C. RAYSON, to me known to be the person described as Subscriber to the foregoing Articles of Incorporation, in and who executed the same, and acknowledged before me that he executed same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at Broward County, Florida this 5th day of October, 1998.



Notary Public, State of Florida
My Commission Expires:



Katherine Skomsky
MY COMMISSION # CC683307 EXPIRES
September 23, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITH THE STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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

First, that ZOHAR HOLDING CORPORATION, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Pompano Beach, County of Broward, State of Florida, has named SHIRLEY JOHNSON, located at 113 S. Riverside Drive, Pompano Beach, Florida 33064 as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service by process for the above stated corporation at said 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: SHIRLEY JOHNSON, Registered Agent

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