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Please respond to:
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TELEPHONE:
954 894-8000
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954 894-8015

December 21, 1998

VIA FIRST CLASS MAIL

Division of Corporations
Bureau of Corporate Records
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

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-12/23/98--01042--011
*****78.75 *****78.75

RE: Articles of Incorporation / Dixie Chai Properties, Inc.

Gentlemen:

Enclosed herewith please find an original and one copy of the above-referenced Articles of Incorporation, along with our check #7604 in the amount of \$78.75, made payable to the Secretary of State. This payment is broken down as follows:

Filing Fee	\$35.00
Certified Copy	8.75
Registered Agent Filing Fee	<u>35.00</u>

TOTAL: \$78.75

Please file these Articles immediately, and return the certified copy to the undersigned in the self-addressed, stamped envelope which is enclosed for your convenience. Thank you in advance for your immediate attention to this matter.

Very truly yours,

A. Angela Small

A. ANGELA SMALL

Encs.
:as

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
DIXIE CHAI PROPERTIES, INC.**

**ARTICLE I
NAME**

The name of this corporation shall be:

DIXIE CHAI PROPERTIES, INC.

**ARTICLE II
DURATION**

This corporation shall commence its existence upon the filing of these Articles and the duration of this corporation is perpetual.

**ARTICLE III
PURPOSE**

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

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue one hundred (100) shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

**ARTICLE V
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

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SECRETARY OF CORPORATIONS
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ARTICLE VI
PRINCIPAL OFFICE OF BUSINESS

The principal place of business of this corporation is: 20341 N.E. 30th Avenue, #122, Aventura, Florida 33180.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4000 Hollywood Boulevard, Suit 265-S, Hollywood, Florida 33021, and the name of the initial registered agent is Dennis J. Eisinger, Esq.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of the Director is:

Yehuda Yaeish
c/o Jack Weissman
20341 N.E. 30th Avenue, #122
Aventura, Florida 33180

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles as Incorporator is Dennis J. Eisinger, Esq., 4000 Hollywood Boulevard, Suite 265-S, Hollywood, Florida 33021. The Incorporator shall not be liable, in any form or fashion, for any acts or omissions of the Corporation.

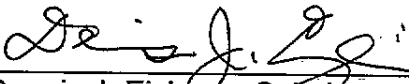
ARTICLE X
BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI
AMENDMENTS

This Corporation reserves the right to amend or repeal any provision 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 has executed these Articles of Incorporation this 17th day of December, 1998.




Dennis J. Eisinger, Sole Incorporator

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT OF THE CORPORATION NAMED ABOVE, THE UNDERSIGNED DOES HEREBY ACCEPT SUCH APPOINTMENT AND DOES HEREBY AGREE TO DO ALL THINGS NECESSARY IN ORDER TO CARRY OUT ANY AND ALL DUTIES REQUIRED OF SUCH POSITION.

DATED THIS 17th DAY OF DECEMBER, 1998.

By: 
Dennis J. Eisinger

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