

P99000015794

MOSHE ZUR  
1800 NORTHEAST 114<sup>TH</sup> STREET [#1602]  
MIAMI, FLORIDA 33181  
305-892-6103

99 FEB 17 AM 10:13

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

November 6, 1998

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

SUBJECT: (1) Official Kiosk Group, Incorporated

Gentlemen:

100002686121--0  
-11/12/98--01087--007  
\*\*\*\*131.25 \*\*\*\*\*87.50

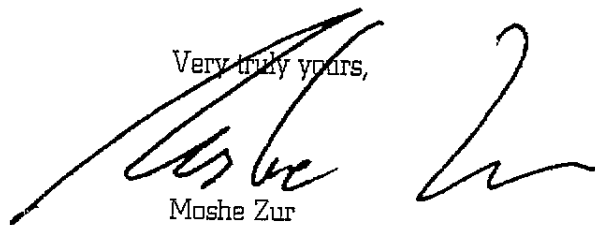
Enclosed please find an original and two copies of the articles of incorporation for Official Kiosk Group, Incorporated.

Please do the necessary, and return a certified copy of the articles and a certificate by return mail at your earliest convenience.

A check in the amount of \$131.25 to cover the costs of the above is enclosed.

Your prompt attention would be most appreciated.

Very truly yours,

  
Moshe Zur

P. Hall

FEB 18 1999

~~Waf 25747~~  
(3)



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 16, 1998

MOSHE ZUR  
1800 NE 114TH ST #1602  
MIAMI, FL 33181

SUBJECT: OFFICIAL KIOSK GROUP INCORPORATED  
Ref. Number: W98000025747

We have received your document for OFFICIAL KIOSK GROUP INCORPORATED and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The name of the entity must be identical throughout the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 198A00055046

*Ben Solomon (305) 674-9949 - Fax - Detail after filing - call when received -*

**BEN SOLOMON**  
1655 WASHINGTON AVENUE  
MIAMI BEACH, FLORIDA 33139  
305-695-1700

February 16, 1998

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314  
ATTN: Pamela Hall

SUBJECT: Official Kiosk Group, Incorporated

Dear Ms. Hall:

Enclosed please find an original and two copies of the articles of incorporation for Official Kiosk Group, Incorporated which we discussed on the telephone

Please do the necessary, and return a certified copy of the articles and a certificate by return mail at your earliest convenience. I understand that you will have the computer recrds updated within 24 hours of the receipt of this letter.

I also understand that the check in the amount of \$131.25 previously received by you will cover the costs of the above.

Your courtesy and prompt attention are most appreciated.

Best personal regards,

  
Ben Solomon

**CERTIFICATE OF INCORPORATION OF  
OFFICIAL KIOSK GROUP, INCORPORATED**

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I NAME:**

The name of the corporation shall be Official Kiosk Group, Incorporated.

**ARTICLE II ADDRESS**

The street address of the initial principal office of the corporation shall be 1655 Washington Avenue, Miami Beach, Miami-Dade County, Florida 33139, and the name of the initial Registered Agent for the corporation at that address is Ben Solomon.

**ARTICLE III NATURE OF BUSINESS**

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

**ARTICLE IV TERM OF EXISTENCE:**

This corporation shall exist perpetually.

**ARTICLE V CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having no par value. These shares shall have preemptive rights

**ARTICLE VI INCORPORATOR:**

The name of the incorporator is Ben Solomon, whose address is 1655 Washington Avenue, Miami Beach, Miami-Dade County, Florida 33139. The powers of the Incorporator shall terminate upon the filing of this Certificate of Incorporation.

**ARTICLE VII SPECIAL PROVISIONS:**

This corporation elects taxation as a partnership under the applicable provisions of the Internal Revenue Code.

**ARTICLE VIII LIMITATION OF LIABILITY:**

Each director, stockholder and officer and their successors in interest, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him, by a person other than an officer or stockholder of the corporation, whether or not such person is acting in such capacity, by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled. This article may not be changed, amended, altered or its operation contravened in any way except by the unanimous vote of all stockholders.

**ARTICLE IX ARBITRATION:**

If any Director, Officer, Stockholder violates or refuses to abide by any provision of these articles or of the by laws of the Corporation, any other Director, Officer or Stockholder of the Corporation shall have the right to have any dispute thereover determined by arbitration by the American Arbitration Association who is empowered hereby to appoint (an) arbitrator(s) without consultation with the parties. The arbitrator(s) shall hear such testimony and examine such exhibits as they feel appropriate without limitation and shall render a decision with

**MORE**

**CERTIFICATE OF INCORPORATION FOR  
OFFICIAL KIOSK GROUP INCORPORATED**

dispatch. The decision of the arbitrator shall be final and may be entered into the record of any appropriate court of record. The parties eschew any appeal to any court, of arbitration hereunder. The reasonable costs, including attorney's fees, of the party who prevails shall be paid by the party who does not prevail. If prevalence is not clear-cut, the arbitrators shall determine the matter of cost reimbursement as part of the dispute arbitration. The protections, indemnifications and immunities provided in ARTICLE VIII preceding do not apply to an action under this article. This article may not be changed, amended, altered or its operation contravened in any way except by the unanimous vote of all stockholders.

**ARTICLE X SELF DEALING:**

No contract or other transaction between the corporation and other firms, corporations, or individuals, in the absence of fraud, bad faith or the purposeful disadvantagment of (a) stockholder(s), shall be affected or invalidated by the fact that any director(s) of the corporation is or are parties to or are directly or indirectly interested in such contract or transaction, and each person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from such contracting which might or does benefit himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any contract or transaction without regard to the fact that he is also a director of the contractee/transactee.

**ARTICLE XI DIRECTORS:**

This corporation shall have six [6] directors. The initial Board of Directors shall consist of  
Talee Zur, 1800 Northeast 114<sup>th</sup> St. [#1602], North Miami, Florida 33188;  
Haia Zur, 1800 Northeast 114<sup>th</sup> St. [#1602], North Miami, Florida 33188;  
Henry S. Bonis, 679 Northeast 77<sup>th</sup> Street, Miami, Florida 33138;  
Kamal Hotchandani, 1655 Washington Ave. Miami Beach, Florida 33139;  
Ben Solomon, 1655 Washington Ave. Miami Beach, Florida 33139;  
Dr. Harold S. Gober, 3675 N. Country Club Dr. [#2008], Aventura, Florida 33156;

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**ARTICLE XII AMENDMENT OF CERTIFICATE**

The corporation reserves the right to amend, alter, change or repeal any provisions contained in this certificate of Incorporation in the manner now or hereafter prescribed by statute subject to the terms of this Certificate, and all rights conferred upon stockholders are granted subject to this reservation

THE UNDERSIGNED, the incorporator named above, for the purpose of forming a corporation under the general corporation laws of the State of Florida, has signed this certificate of incorporation on this 16<sup>th</sup> day of February 1998.

Incorporator: Ben Solomon  
Ben Solomon

**DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT**

*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.*

Ben Solomon  
Ben Solomon, Registered Agent February 16, 1999