

P99000024362

17090 Collins Avenue  
Unit B-510  
Miami Beach, Florida 33160  
954-921-4494

March 8, 1999

Gabriel Raim

FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATION  
ATTN: NEW FILING SECTION  
POST OFFICE BOX 6327  
TALLAHASSEE, FLORIDA 32314

Re: Marchain Inc.

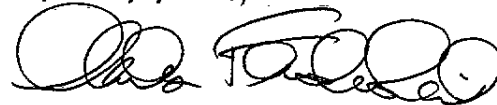
Dear Sir/Madame:

500002802395--5  
-03/11/99--01067--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Enclosed please find and original and one copy of the Articles of Incorporation for the above-captioned together with my check in the amount of \$70.00 representing the filing fee.

Please clock-in the copy and return to me in the self-addressed, postage paid envelope provided for your convenience.

Very truly yours,



**CHARLES FENSTERSHEIB**

*Return Articles to*

*Charles. per our conversation  
3-17-99*

CF:sh  
Enclosures

99 MAR 11 AM 10:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

Charles FensterSheib C.V.E.  
AUTHORIZATION BY PHONE TO  
CORRECT Cyz Name  
DATE 3-17-99  
DOC. EXAM CB

*CB*  
*3-17-99*  
*6*

**ARTICLES OF INCORPORATION**  
**OF**

MARCHAIN INC.

**ARTICLE I - NAME**

The name of this corporation MARCHAIN INC.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any of all lawful business for which corporations may incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 1000 shares of no par value common stock which shall be designated as "Common Shares."

**ARTICLE V - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI**  
**INITIAL REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE**

The street address of the initial registered office of this corporation is 520 West Hallandale Beach Boulevard, Hallandale, Florida 33009,

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TALLAHASSEE, FLORIDA

and the name of the initial registered agent of this corporation at that address is CHARLES FENSTERSHEIB.

#### **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the by-laws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the corporation is:

**CHARLES FENSTERSHEIB**  
17090 Collins Avenue, B-510  
Miami Beach, Florida 33160

**GAVRIEL NAIM**  
1122 Polk Street  
Hollywood, Florida 33019

#### **ARTICLE VIII - INCORPORATORS**

The name and address of the Incorporators signing these articles is: **CHARLES FENSTERSHEIB**, 17090 Collins Avenue, B-510, Miami Beach, Florida 33160 and **GAVRIEL NAIM**, 1122 Polk Street, Hollywood, Florida 33019.

#### **ARTICLE IX - INDEMNIFICATION**

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.


#### **ARTICLE X - AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment

hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

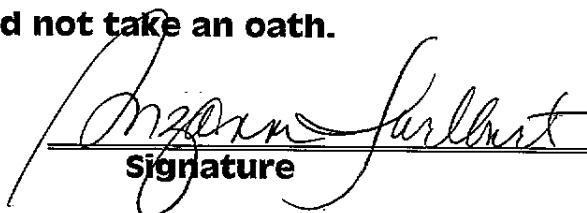
**IN WITNESS WHEREOF**, the undersigned Incorporators have executed these Articles of Incorporation on this **8<sup>th</sup>** day of March, 1999.

  
\_\_\_\_\_  
**CHARLES FENSTERSHEIB**, Incorporator

  
\_\_\_\_\_  
**GAVRIEL NAIM**, Incorporator  
N500-280-63-027-0 1/27/03

**STATE OF FLORIDA**                    )  
  )§:  
**COUNTY OF BROWARD**            )

The foregoing instrument was acknowledged before me this 8<sup>th</sup> day of March, 1999, by **CHARLES FENSTERSHEIB**, who is personally known to me and who did not take an oath.

  
\_\_\_\_\_  
**Signature**

\_\_\_\_\_  
**Printed Name**

\_\_\_\_\_  
**Rank or Title**

My Commission Expires:



STATE OF FLORIDA

)

)§:

COUNTY OF BROWARD

)

The foregoing instrument was acknowledged before me this  
6<sup>th</sup> day of March, 1999, by GAVRIEL NAIM, personally known to me and  
who did not take an oath.

  
Signature

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Rank or Title

My Commission Expires:



**CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITH IN FLORIDA, AND ACCEPTANCE OF AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

**FIRST** that MARCHAIN INC. . . desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 520 West Hallandale Beach Boulevard, Hallandale, Florida 33009, has named **CHARLES FENSTERSHEIB**, as its agent to accept service of process within Florida.

Dated: Mar 8, 1999

  
\_\_\_\_\_  
**CHARLES FENSTERSHEIB**, Incorporator

  
\_\_\_\_\_  
**GAVRIEL NAIM**, Incorporator

**HAVING BEEN NAMED** to accept service of process for the above named 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 performance of my duties.

  
\_\_\_\_\_  
**CHARLES FENSTERSHEIB**  
Registered Agent

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TALLAHASSEE, FLORIDA