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June 7, 1999

Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: **MASSAF, INC.**
Our File No. 13724

300002899353--0
-06/09/99--01052--010
*****70.00 *****70.00

Gentlemen:

Enclosed please find original of Articles of Incorporation for the above named corporation, together with our check in the amount of \$70.00 representing filing fee and fee for registered agent designation. We do not require a certified copy of the Articles.

Please advise as soon as the Articles are filed.

Thank you for your usual assistance and cooperation.

Cordially yours,

CYPEN & CYPEN

Myles G. Cypen
Myles G. Cypen
For the Firm

FILED
99 JUN -9 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MGC/arc
Enclosures

CB
6-11-99
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no copy

ARTICLES OF INCORPORATION

OF

MASSAF, INC.

The undersigned incorporator, in order to form a corporation under and pursuant to the laws of the State of Florida, hereby subscribes to these Articles of Incorporation.

ARTICLE I.

CORPORATE NAME

The name of the corporation is

MASSAF, INC.

ARTICLE II.

CORPORATE ADDRESS

The initial street and mailing address of the principal office of the corporation is:

1518 Yellow Heartway
Hollywood, Florida 33019.

ARTICLE III.

NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by the corporation may be any activity or business permitted under the laws of the United States, the State of Florida, or any other state, nation or territory.

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TALLAHASSEE, FLORIDA

ARTICLE IV.

CAPITAL STOCK

The maximum number of shares of stock which the corporation shall be authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having par value of One (\$1.00) Dollar per share.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be paid and nonassessable.

ARTICLE V.

VOTING

Each shareholder shall have one vote for each share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law or by these Articles of Incorporation, all matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. No shareholder shall be entitled to cumulate votes in voting for the election of directors.

ARTICLE VI.

SUBSCRIPTION

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any new or additional issue of stock of any class whatsoever or securities convertible into or

evidencing the right to purchase stock of any class whatsoever, or any portion thereof, whether now or hereafter authorized, regardless of the consideration therefor.

ARTICLE VII.

STOCKHOLDERS' AGREEMENTS

The stockholders of the corporation may enter into stockholders' agreements between themselves, which shall be binding upon the corporation until such time as there is filed with the President and Secretary of the corporation a written instrument signed by the original parties to such agreements, or their lawful successors, consenting to the revocation, cancellation and/or amendment of such agreements.

ARTICLE VIII.

INDEMNIFICATION

The corporation shall indemnify to the fullest extent permitted by law any person who has been made, or is threatened to be made, a party to any action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that the person is or was a director or officer of the corporation. Such indemnification shall include payment or reimbursement for expenses incurred by such person in advance of the final disposition of the action, suit or proceeding, as permitted by law.

ARTICLE IX.

BOARD OF DIRECTORS

The initial Board of Directors shall consist of four (2) directors whose names and street addresses are:

MALENA ASSAF
1518 Yellow Heartway
Hollywood, Florida 33019

MALENA LIZARAZO
1518 Yellow Heartway
Hollywood, Florida 33019

who shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever shall first occur.

The number of directors may be increased or diminished from time to time by amendment to the By-Laws, but shall never be less than one (1) nor more than nine (9).

ARTICLE X.

OFFICERS

The names and street addresses of the first officers of the corporation are:

MALENA LIZARAZO, President
1518 Yellow Heartway
Hollywood, Florida 33019

MALENA ASSAF, Secretary
1518 Yellow Heartway
Hollywood, Florida 33019

ARTICLE XI.

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as incorporator is:

MALENA ASSAF
1518 Yellow Heartway
Hollywood, Florida 33019.

ARTICLE XII.

EXECUTIVE COMMITTEE

The board of directors may, by resolution, designate one or more of its number to constitute an executive committee, who, to the extent provided in such resolution or By-Laws of the corporation, shall have and may exercise all the powers of the Board of Directors.

ARTICLE XIII.

CONFLICT OF INTEREST

No contract between this corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this corporation may be the other individual or individuals contracting with this corporation.

ARTICLE XIV.

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE XV.

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Upon the issuance of shares, every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XVI.

DESIGNATION OF REGISTERED AGENT AND OFFICE

The initial registered agent and initial registered office of the corporation is:

MALENA ASSAF
1227 Washington Avenue
Miami Beach, Florida 33139.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation on this fourth day of June, 1999.



MALENA ASSAF, Incorporator

ACKNOWLEDGMENT OF REGISTERED AGENT

IN WITNESS WHEREOF, the undersigned hereby accepts the appointment as Registered Agent for this corporation and agrees to act in this capacity in compliance with all applicable statutes. The undersigned certifies that he is familiar with and accepts the duties and obligations of Registered Agent.



MALENA ASSAF

STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned Notary Public, in and for the State of Florida at Large, personally appeared **MALENA ASSAF**, as Incorporator and Registered Agent to the foregoing Articles of Incorporation, who is personally known to me and who acknowledged that she executed the forgoing Articles of Incorporation and Acknowledgment for the purposes therein expressed.

WITNESS my hand and official seal at Miami-Dade County, Florida, this 4th day of June, 1999.


Notary Public
Myles G. Cypen
Printed Name of Notary Public

My commission expires:

OFFICIAL NOTARY SEAL
MYLES G CYPEN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC771999
MY COMMISSION EXP. AUG. 31, 2002