



THE UNITED STATES
CORPORATION
COMPANY

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99 JUL 19 PM 2:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 310999 6099A

AUTHORIZATION :

COST LIMIT :

Patricia Pigatto

ORDER DATE : July 19, 1999

ORDER TIME : 12:20 PM

ORDER NO. : 310999-010

8000002935068--5

CUSTOMER NO: 6099A

CUSTOMER: Ms. Laraine C. Charbonneau
MOYLE FLANIGAN KATZ FITZGERALD
MOYLE FLANIGAN KATZ FITZGERALD
P. O. Box 3888
625 N. Flagler Dr., 9th Floor
West Palm Beach, FL 33402

DOMESTIC FILING

NAME: HAIFA NEW YORK, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

TH
7/19/99

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FLORIDA SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

HAIFA NEW YORK, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I

Name of Corporation

The name of this Corporation shall be HAIFA NEW YORK, INC. (the "Corporation").

ARTICLE II

Mailing Address and Principal Place of Business

The mailing address and principal place of business of the Corporation is 150 East 58th Street, 7th Floor, New York, New York 10155.

ARTICLE III

Purpose

This Corporation is organized for the following purposes:

- (a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.
- (b) For the purpose of transacting any or all lawful business.
- (c) To do any and everything pertinent to the above.

ARTICLE IV
Capital Stock

This Corporation is authorized to issue Three Hundred (300) shares of One Dollar (\$1.00) par value common stock.

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 (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VII
Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 625 North Flagler Drive, 9th Floor, West Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation at that address is Wilton L. White, Esquire.

ARTICLE VIII
Initial Board of Directors

This Corporation shall have three (3) directors initially. The number of directors may be increased from time to time by the By-Laws but shall never be less than one (1). The names and

addresses of the initial directors of this Corporation are as follows:

Stewart Corwin	2949 2 nd Avenue North Lake Worth, Florida 33461
Claire Haslett	2949 2 nd Avenue North Lake Worth, Florida 33461
Desmond Keogh	2949 2 nd Avenue North Lake Worth, Florida 33461

ARTICLE IX By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X Indemnification

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

ARTICLE XI Incorporator

The name and address of the person signing these Articles are as follows: Wilton L. White, Esq., 625 North Flagler Drive, 9th Floor, West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16th day of July, 1999.



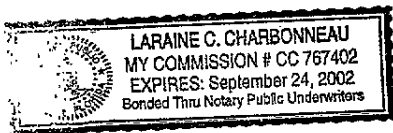
Wilton L. White

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

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SECRETARY OF STATE
FLORIDA

The foregoing instrument was acknowledged before me this 16th day of July, 1999 by Wilton L. White, as Incorporator of HAIFA NEW YORK, INC., on behalf of the Corporation, and he is personally known to me, or has produced N/A as identification and did take an oath.

(NOTARY STAMP)



Laraine C. Charbonneau
Notary Name: LARAIN C. CHARBONNEAU
Notary Public
Serial (Commission) Number
(if any) _____

I hereby accept appointment as Registered Agent of HAIFA NEW YORK, INC. as provide in Article VII, hereof.

W L White
Wilton L. White, Registered Agent