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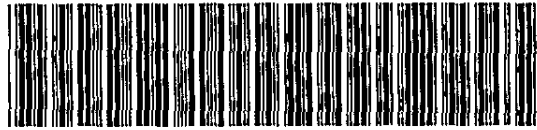
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MAY 26 2004

UP
6-11-04

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Horenstein Developments Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Nadia S. Edwards
(Name of Person)

Nadia S. Edwards, CPA
(Firm/Company)

290 - 174 Street #815
(Address)

Sunny Isles Beach, FL 33160
(City/State and Zip code)

For further information concerning this matter, please call:

Nadia S Edwards, CPA at (**305**) **932-3325**
(Name of Person) (Area Code & Daytime Telephone Number)

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FL
MAY 11 1995

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 1, 2004

NADIA S. EDWARDS
NADIA S. EDWARDS, CPA
290 174 ST #815
SUNNY ISLES BEACH, FL 33160

SUBJECT: HORENSTEIN DEVELOPMENTS INC.
Ref. Number: W04000021093

We have received your document for HORENSTEIN DEVELOPMENTS INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return 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) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 404A00037697

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JUN 1 2004
11:51 AM

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Horenstein Developments Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. British Virgin Islands 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. April 5, 2004 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. April 5, 2004
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 62 Dinkas Street, Tel Aviv, Israel
(Principal office address)

% Nadia S. Edwards, CPA, 290 - 174 Street #815, Sunny Isles Beach, FL 33160
(Current mailing address)

8. Investment in real Estate
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

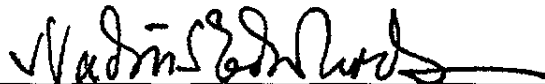
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Nadia S. Edwards, CPA

Office Address: 290 - 174 Street #815

Sunny Isles Beach, Florida 33160
(City) (Zip code)

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Eliahu Horenstein

Address: 62 Pinkas Street, Tel Aviv, Israel

Vice Chairman: _____

Address: _____

Director: Eliahu Horenstein

Address: 62 Pinkas Street, Tel Aviv, Israel

Director: _____

Address: _____

B. OFFICERS

President: Eliahu Horenstein

Address: 62 Pinkas Street, Tel Aviv, Israel

Vice President: Carmela Horenstein

Address: 62 Dinkas Street, Tel Aviv, Israel

Secretary: Ronit Horenstein

Address: 62 Pinka Street, Tel Aviv, Israel

Treasurer: Shmuel Ori Horenstein

Address: 62 Pinka Street, Tel Aviv, Israel

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Eli Horenstein
(Signature of Director or Officer listed in number 12 of the application)

14. ELIAHU HORENSTEIN, Pres.
(Typed or printed name and capacity of person signing application)

61-01 10-19

TERRITORY OF THE BRITISH VIRGIN ISLANDS
THE INTERNATIONAL BUSINESS COMPANIES ACT
(CAP. 291)

CERTIFICATE OF GOOD STANDING

(Section 114)

No. 590017

HORENSTEIN DEVELOPMENTS INC.

The Registrar of Companies of the British Virgin Islands
HEREBY CERTIFIES that:

1. *The above company was duly incorporated under the provisions of the International Business Companies Act, (Cap.291) on the 5th day of April, 2004 as Company No. 590017 of the register of International Business Companies.*
2. *The name of the Company is still on the register of International Business Companies and the company has paid all fees, licence fees, and penalties due and payable under the provisions of sections 104 and 105 of the said Act.*
3. *The company has not submitted to me articles of merger or consolidation that have not yet become effective.*
4. *The company has not submitted to me articles of arrangement that have not yet become effective.*
5. *The company is not in the process of being wound up and dissolved.*
6. *No proceedings have been instituted to strike the name of the company off the said register.*
7. *In so far as is evidenced by the documents filed with me the company is in good legal standing.*

Given under my hand and seal
at Road Town, Tortola in the
Territory of the British Virgin Islands
this 18th day of May, 2004

CRTI004P

REGISTRAR OF COMPANIES