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LAW OFFICES

MARVIN I. MOSS, P.A.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JUN 11 PM 3:27

June 10, 2002

AVENTURA CORPORATE CENTER
SUITE 506 • 20801 BISCAYNE BOULEVARD
NORTH MIAMI BEACH, FLORIDA 33180-1430

(HAND-DELIVERED)

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Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: COMPASSION CHILDREN'S CHARITY CORP.

100005753461--1
-06/11/02--01062--001
*****78.75 *****78.75

Gentlemen:

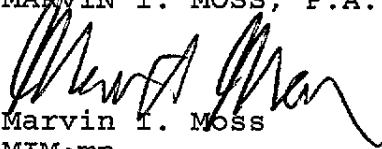
Enclosed is the original and one (1) duplicate copy of the Articles of Incorporation for the above corporation. The duplicate copy has been subscribed and acknowledged by the subscriber in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return it.

A check is also enclosed for \$78.75 to cover the filing fees, fee for the certified copy of the Certificate of Incorporation and the registered agent designation.

Please forward the certified copy of the Articles back to us as soon as possible.

Very truly yours,

MARVIN I. MOSS, P.A.



Marvin I. Moss
MIM:mn

Enclosure (as stated)

jl
6/13/02

ARTICLES OF INCORPORATION
OF
COMPASSION CHILDREN'S CHARITY CORP.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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I, the undersigned, for the purpose of becoming a Corporation under the Laws of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations not for profit, pursuant to Chapter 617, Florida Statutes file these Articles of Incorporation.

ARTICLE I

The name of the Corporation is COMPASSION CHILDREN'S CHARITY CORP.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

The specific purpose or purposes for which the corporation is organized is to raise funds for various children charity organizations and interest and unite men and women in social work for the welfare of boys and girls to the end that crime, poverty, and misery may be lessened, that a nobler manhood and womanhood may be developed, and that a more perfect love of home, family, and country may be fostered; to engage exclusively in work calculated to improve the moral, mental, social, and physical betterment of mankind.

ARTICLE IV

The maximum number of shares of stock of this Corporation is authorized to have outstanding at any time shall be 7,000 shares of One (\$1.00) Dollar par value, unless duly changed in accordance with the laws of the State of Florida.

ARTICLE V

The principal place of business, mailing address and street address of the initial registered office of this Corporation in the State of Florida shall be 2450 Miami Gardens Drive, Suite 100, North Miami Beach, Florida 33180 which is the principal place of the corporation; and the name of the initial registered agent of this Corporation is Tiffany Itzhaki at 2450 Miami Gardens Drive, Suite 100, North Miami Beach, Florida 33180.

The Corporation may have such other places of business, both within and without the State of Florida, and in foreign countries, as may be necessary and convenient.

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ARTICLE VI

This Corporation shall have three directors initially. The number of directors may be increased or diminished from time to time, by bylaws adopted by the stockholders, but shall never be less than three. The method of election of directors shall be stated in the bylaws. The names and addresses of the initial directors are as follows:

Tiffany Itzhaki
2450 Miami Gardens Drive, Suite 100
North Miami Beach, FL 33180

Joseph Zamir
2450 Miami Gardens Drive, Suite 100
North Miami Beach, FL 33180

Lior Gilboa
2450 Miami Gardens Drive, Suite 100
North Miami Beach, FL 33180

ARTICLE VII

The name and street address of the subscriber to the Articles of Incorporation is as follows:

Tiffany Itzhaki
2450 Miami Gardens Drive, Suite 100
North Miami Beach, Florida 33180

ARTICLE VIII

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

IN WITNESS WHEREOF, I, the undersigned, being the subscribing incorporator, have hereunto set my hand and seal the purpose of forming this Corporation under the Laws of the State of Florida, this 6th day of June, 2002.

titzhaki
TIFFANY ITZHAKI

Having been named Registered Agent for the above stated corporation, at the place designated in these Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as such.

titzhaki
TIFFANY ITZHAKI