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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA NON-PROFIT CORPORATION

INVICTA CARE FOUNDATION, INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 20, 2005

CORPORATION SERVICE COMPANY

SUBJECT: INVICTA CARE FOUNDATION, INC.
REF: W05000043639

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of a voluntarily dissolved corporation. The name of a voluntarily dissolved corporation is not available for the assumption or use by another entity until 120 days after the effective date of dissolution unless the dissolved corporation provides the Department of State with an affidavit or letter, stating that they have no intention of revoking the dissolution, therefore, releasing the name for use to another entity.

If you have any further questions concerning your document, please call (850) 245-6931.

Becky McKnight
Document Specialist
New Filings Section

FAX Aud. #: W05000222243
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AFFIDAVIT RELEASING CORPORATE NAMESTATE OF FLORIDA)
COUNTY OF BROWARD)

The undersigned, EYAL LALO, as President of INVICTA CARE FOUNDATION, INC. "Affiant", depose and on their oath state as follows:

1. That Affiant is the President of INVICTA CARE FOUNDATION, INC. ("Profit Company"), a Florida Company with the following document number: P04000167714.

2. That on or about August 8, 2005, the Company was voluntarily dismissed with notice, and is currently inactive.

3. That on or about September 19, 2005, we attempted to incorporate INVICTA CARE FOUNDATION, INC. ("Not-For-Profit Company") as a Not-For-Profit Company, with was assigned the following document number: WQ9000043639.

4. As President of the Profit Company, I can confirm that we do not intend to revoke the dissolution of the Profit Company.

5. The Profit Company hereby releases the name INVICTA CARE FOUNDATION, INC. for immediate use for our Not-For-Profit Company.

6. This Affidavit is being executed in order to obtain approval for our request of Incorporation/Formation of INVICTA CARE FOUNDATION, INC. as a Not-For-Profit Company.

FURTHER AFFLIANTS SAYETH NAUGHT.


Eyal Lalo, as President

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 28 day of September, 2005 by EYAL LALO, who is personally known to me.

My commission expires: 12/13/07


Notary Public



Angela Lowery
My Commission D00255601
Expires December 13, 2007

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**ARTICLES OF INCORPORATION
OF
INVICTA CARE FOUNDATION, INC.**

In Compliance with Chapter 617, F.S., (Not for Profit)

These Articles of Incorporation are hereby presented for the purpose of becoming a Not for Profit corporation under the laws of the State of Florida.

ARTICLE I (Name)

The name of the corporation shall be: **Invicta Care Foundation, Inc.**

ARTICLE II (Principal Office)

The principal place of business and mailing address of this corporation shall be: 3069 Taft Street, Hollywood FL 33021.

ARTICLE III (Purpose)

Said Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV (Powers / Restrictions)

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the

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carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision herein, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)3 of the I.R.C. or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the I.R.C., or corresponding section of any future federal tax code.

ARTICLE V (Manner of Election)

A majority of the directors entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the directors. If a quorum is present, the affirmative vote of a majority of the directors represented at the meeting and entitled to vote on the subject matter shall be the act of the Board of Directors. The Board of Directors shall have the authority to change the officers named herein by the affirmative vote in the manner described herein.

ARTICLE V (Initial Officers)

The officers of this corporation until the first meeting shall be as follows:

- Eyal Lalo: President, Secretary; 3069 Taft Street, Hollywood FL 33021.
- Keren Lalo: Vice President; 3069 Taft Street, Hollywood FL 33021.
- Gany Lalo: Treasurer; 3069 Taft Street, Hollywood FL 33021.

ARTICLE VI (Initial Directors)

This corporation shall have THREE (3) Directors initially. The number of directors may be

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either increased or diminished from time to time by the by-laws but shall never be less than one.

The name and address of the initial Directors of this corporation are:

- Eyal Lalo: 3069 Taft Street, Hollywood FL 33021.
- Keren Lalo: 3069 Taft Street, Hollywood FL 33021.
- Gany Lalo: 3069 Taft Street, Hollywood FL 33021.

ARTICLE VII (Duration)

The corporation shall have perpetual existence.

ARTICLE VIII (Registered Agent)

The name of the initial Registered Agent of this corporation is Paul Feldman, Esquire. The street address of the initial registered office of this corporation is: 407 Lincoln Road, Suite 701, Miami Beach, Florida 33139.

ARTICLE IX (Incorporator)

The name and address of the Incorporator is:

Paul Feldman
407 Lincoln Rd., Ste. 701
Miami Beach, FL 33139

ARTICLE X (Dissolution)

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the I.R.C. or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a local government for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then

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government for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organizations as said Court shall determine which are organized and operated exclusively for such purposes.

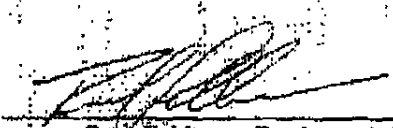
ARTICLE XI (Amend)

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.


ARTICLE XII (Indemnification)

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

Having been named to accept service of process for the above-named corporation, at this place designated in this certificate, I am familiar with and hereby accept to act as registered agent and agree to act in this capacity.


Paul Feldman, Registered Agent

Date: September 10, 2005


Paul Feldman, Incorporator

Date: September 10, 2005

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