

FROM : PLITAM LTD

PHONE NO. : +972 9 9506594

May. 18 1999 09:02PM P2

May 18 99 02:29p

Foot-O-Graph

305-9435456

P.2

F99000003318

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Foot-O-Graph 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:

TALI HARRAZ
(Name of Person)

100002905731--1

--06/15/99--01104--001

Foot-O-Graph Inc.
(Firm/Company)

*****70.00 *****70.00

15421 WEST DIXIE HIGHWAY BAY #13
(Address)

NORTH MIAMI BEACH FL 33162
(City/State/Zip)

W99-12478

Should you need to call someone concerning this matter, please call:

YUVAI BECHOR at (305) 9455454
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien 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

FILED
99 JUN 28 AM 10:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

W
6/28

9p



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 27, 1999

TALI HARPAZ
FOOT-O-GRAPH INC.
15421 WEST DIXIE HWY BAY #13
NORTH MIAMI BEACH, FL 33162

SUBJECT: FOOT-O-GRAPH INC.
Ref. Number: W99000012478

We have received your document for FOOT-O-GRAPH INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

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

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy

of this certificate is not acceptable.

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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 799A00029359



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 15, 1999

TALI HARPAZ
FOOT-O-GRAPH INC.
15421 WEST DIXIE HWY BAY #13
NORTH MIAMI BEACH, FL 33162

SUBJECT: FOOT-O-GRAPH DELAWARE INC.
Ref. Number: W99000012478

Thank you for submitting your name resolution. Although you completed line 6, you neglected to sign line 13, as requested in our previous letter (a copy of which is attached). Also, we are returning the "Certificate of Incorporation" you submitted as it is not the same as the certificate we require. The certificate we require is not a copy of a document: it is a single page statement that the corporation has been filed in Delaware and is active on our records.

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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 499A00032238

Foot-o-Graph™



15421 West Dixie Highway, Unit #13
North Miami, Florida 33162

Tel: 305-945-5454

Fax: 305-945-5456

E-Mail: footog@jbm.net

JUNE, 24 1999

Lee Rivers
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314
Subject: Foot-O-Graph Delaware Inc
Ref. Number: W99000012478

Enclosed are the necessary items and signatures you need to complete our application

Very truly


Yuval Bechor

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned YUVAL BECHOR, do hereby certify
(Name)

that this Resolution of the Board of Directors of FOOT-O-GRAPH INC.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of DELAWARE,


was duly adopted on 9 FEBRUARY, 19 99.

Be it resolved, that FOOT-O-GRAPH INC.
(Corporate Name)

organized and existing in the State of DELAWARE, hereby adopts the name

FOOT-O-GRAPH DELAWARE INC. for use in Florida.

Dated: JUNE 3, 1999



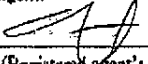
Signature of either Chairman, Vice Chairman or any officer

YUVAL BECHOR (TREASURER)

Type or print name

FILED
99 JUN 28 AM 10:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDAIN 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. FOOT-O-GRAPH INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. DELAWARE 3. 65-0895448
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. Feb 9, 1999 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. UPON QUALIFICATION
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 15421 WEST DIXIE HIGHWAY BAY #13
NORTH MIAMI BEACH, FL 33162
(Current mailing address)
8. Manufacturing of INSOLES
(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: TALI HARPAZ
Office Address: 15421 WEST DIXIE HIGHWAY BAY #13
NORTH MIAMI BEACH, Florida, 33162
(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 addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

99 JUN 28 AM 10:29
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FROM : ALITAM LTD
May 18 99 02:30p

PHONE NO. : +972 9 9506594
Foot-Q-Graph 305-3455456

May. 18 1999 09:03PM P4
P. 4

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: NOAM DANENBERG

Address: 15401 WEST DIXIE HIGHWAY BAY #13
NORTH MIAMI BEACH, FL 33162

Director: TALI HARPAZ

Address: 15401 WEST DIXIE HIGHWAY BAY #13
NORTH MIAMI BEACH, FL 33162

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: NOAM DANENBERG

Address: 15401 WEST DIXIE HIGHWAY BAY #13
NORTH MIAMI BEACH, FL 33162

Vice President: _____

Address: _____

Secretary: TALI HARPAZ

Address: 15401 WEST DIXIE HIGHWAY BAY #13
NORTH MIAMI BEACH, FL 33162

Treasurer: YUVAL BECHOR

Address: 13499 BISCAYNE BLVD SUITE 1605
NORTH MIAMI, FL 33181

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

13. NOAM DANENBERG
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

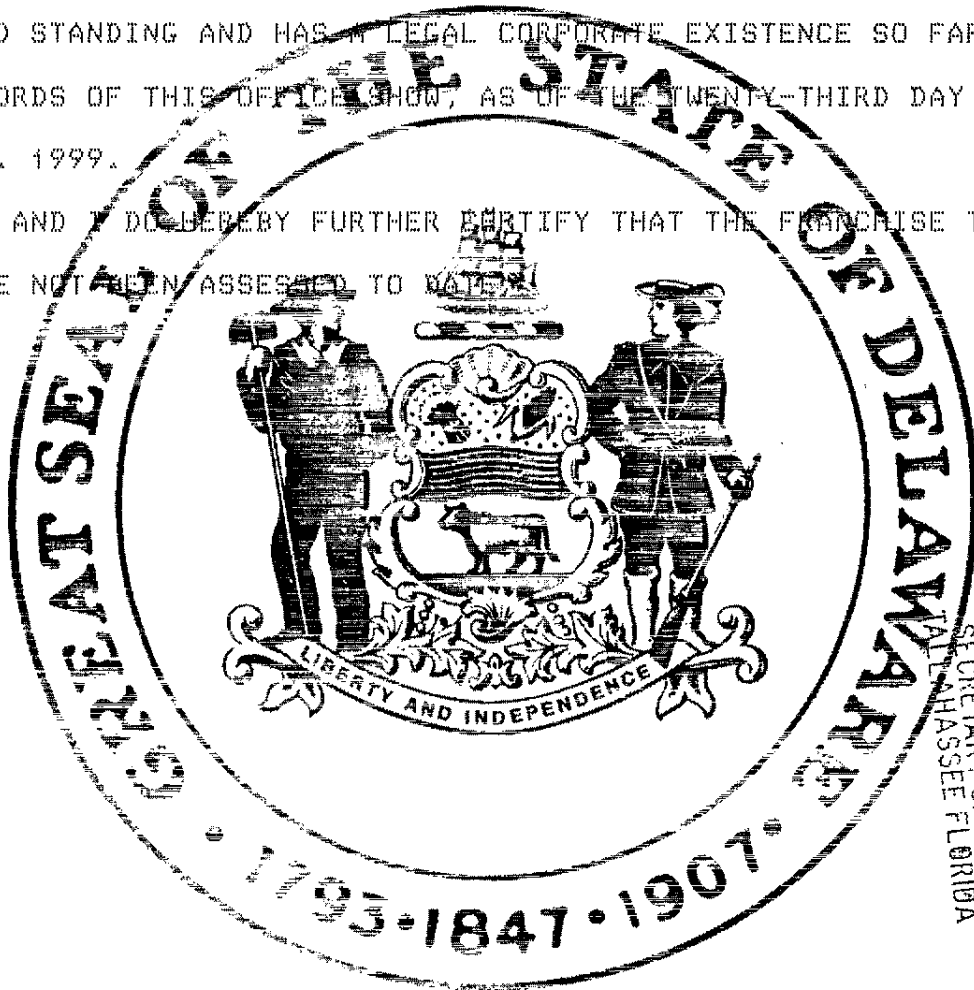
14. _____
(Typed or printed name and capacity of person signing application)

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99 JUN 28 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FOOT-O-GRAPH, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF JUNE, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO WATER.



FILED

99 JUN 28 AM 10:29

SECRETARY OF STATE
TALLAHASSEE FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

3002219 8300

991253491

AUTHENTICATION: 9822457

DATE: 06-23-99