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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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LAW OFFICES  
**ARNSTEIN & LEHR LLP**

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MEMBER OF INTERNATIONAL  
LAWYERS NETWORK

August 17, 2005

**VIA FEDERAL EXPRESS**

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Editions Gallery, LLC

Dear Sir/Madam:

Enclosed for filing with the State is the original and one copy of Articles of Organization for the above-referenced company, and a check in the amount of \$155.00 representing the filing fee, the registered agent fee and the cost of a certified copy of the Articles. Please return the filed certified copy of the Articles to the undersigned in the return Federal Express envelope provided herein.

If you have any questions or if you require any additional information, please do not hesitate to contact me.

Very truly yours,



Steven L. Daniels

SLD/dk  
Enclosures

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**ARTICLES OF ORGANIZATION**

**OF**

**EDITIONS GALLERY, LLC**

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The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I -- NAME**

The name of the limited liability company shall be EDITIONS GALLERY, LLC ("Company").

**ARTICLE II -- ADDRESS**

The mailing address and street address of the principal office of the Company shall be:

Attn: Director  
Editions Gallery  
Suite #181  
477 South Rosemary Street  
West Palm Beach, FL 33401

**ARTICLE III -- DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these Articles of Organization or the Regulations of the Company.

**ARTICLE IV -- REGISTERED OFFICE AND AGENT**

The name and street address of the Registered Agent of the Company in the State of Florida is:

Steven L. Daniels, Esquire  
Amstein & Lehr LLP  
515 No. Flagler Drive, 6<sup>th</sup> Floor  
West Palm Beach, FL 33401

## **ARTICLE V – CAPITAL CONTRIBUTIONS AND OWNERSHIP UNITS**

Each Member shall receive the number of ownership units as set forth in Exhibit "A" attached hereto. Each Member will retain that number of ownership units regardless of future capital contributions or withdrawals from the Company unless the issuance of additional units or the cancellation of units shall be agreed by all Members.

## **ARTICLE VI – ADDITIONAL CAPITAL CONTRIBUTIONS**

Each Member shall make additional capital contributions to the Company only on the unanimous consent of all the Members.

## **ARTICLE VII – ADMISSION OF NEW MEMBERS**

No additional Member shall be admitted to the Company except with the written consent of all of the Members. A Member may transfer his or her interest in the Company only as set forth in the Operating Agreement of the Company.

## **ARTICLE VIII – TERMINATION OF EXISTENCE**

The Company shall be dissolved on the death, bankruptcy, or dissolution of all Members or on the occurrence of any other event that terminates the continued membership of a Member in the Company, unless the business of the Company is continued by the consent of all the remaining Members, provided there is at least one remaining Member.

## **ARTICLE IX – MANAGEMENT**

The Company shall be member managed in accordance with the Operating Agreement adopted by the Members for the management of the business and affairs of the Company. The Operating Agreement may contain provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. Notwithstanding the percentage ownership by the Members, voting shall be allocated in the following percentages: 545846 Alberta LTD – 50%; Felix Benhami – 25%; and Nadav Havatselet – 25%.

## **ARTICLE X – AMENDMENT**

The amendment of these Articles of Organization shall require the unanimous approval of the Members.

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CLERK OF COURTS  
JANET H. SEELEY  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at West Palm Beach, Florida, on this 8 day of August, 2005.

EDITIONS GALLERY, LLC,  
a Florida limited liability company

By: 545846 Alberta LTD, a Canadian  
corporation, Member

By: [Signature]  
David Kadosh, Director

By: [Signature]  
Felix Benhami, Member

By: [Signature]  
Nadav Havatselet, Member

1 - Province  
STATE OF Alberta  
2 - City  
COUNTY OF Edmonton

I hereby certify that a true and correct copy of the foregoing was acknowledged before me this 28 day of JULY, 2005 by David Kadosh, as Director of 545846 Alberta LTD., as Member of Editions Gallery, LLC, a Florida limited liability company, on behalf of the company, who is personally known to me or has produced ALBERTA operators as identification.  
License 112224316

[Signature]  
Notary Public  
Commission No:  
Commission Expires:

**VERNE KARASICK**  
Barrister, Solicitor  
Notary Public, Alta.

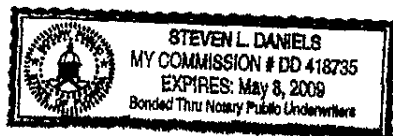
N/A

STATE OF FL  
COUNTY OF Palm Beach

I hereby certify that a true and correct copy of the foregoing was acknowledged before me this 8 day of August, 2005 by Felix Benhami, as Member of

Editions Gallery, LLC, a Florida limited liability company, on behalf of the company, who is personally known to me or has produced FL LLC # as identification.

B 550-240-64-307-0



Notary Public [Signature]

Commission No: Steve Daniels

Commission Expires: \_\_\_\_\_

STATE OF Israel

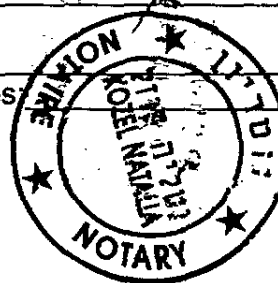
COUNTY OF \_\_\_\_\_

I hereby certify that a true and correct copy of the foregoing was acknowledged before me this 3 day of August, 2005 by Nadav Havatselet, as Member of Editions Gallery, LLC, a Florida limited liability company, on behalf of the company, who is personally known to me or has produced by ID 56458250 as identification.

Notary Public [Signature]

Commission No: \_\_\_\_\_

Commission Expires: \_\_\_\_\_



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Florida Statutes the following is submitted:

First – EDITIONS GALLERY, LLC has named Steven L. Daniels, who is located at Arnstein & Lehr LLP, 515 No. Flagler Drive, 6<sup>th</sup> Floor, City of West Palm Beach, County of Palm Beach, State of Florida, 33401, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated limited liability company at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 

Steven L. Daniels

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**EXHIBIT A**

**MEMBER and ADDRESS:**

**UNITS:**

545846 Alberta LTD.

600

Felix Benhami

200

Nadav Havatselet

200

TOTAL

1,000

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