

L 990000002804

FRIEDMAN, ROSEN WASSER & GOLDBAUM
A PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS AT LAW
THE PLAZA • SUITE 801
5355 TOWN CENTER ROAD
BOCA RATON, FLORIDA 33486

TELEPHONE (561) 395-5511

TELEFAX (561) 368-9274

May 10, 1999

800002873558--9
-05/13/99--01046--005
****293.75 ****293.75

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

L 99-2804

Re: Filing of Articles of Organization of International Retail Systems, LLC
Our File: 5000.01

Dear Sir or Madam:

I enclose an original and a duplicate of the Articles of Organization and Certificate of Designation of Registered Agent form regarding the above-referenced limited liability company, to be filed with the Secretary of State. The original is to be filed in your office and the copy certified and returned to this office in the self-addressed stamped envelope provided herein. Also, enclosed is a check in the amount of \$293.75 representing the filing fees.

Should you have any questions, please feel free to call our office.

Sincerely,

A Friedman
ANDREW R. FRIEDMAN

FILED
MAY 13 PM 1:35
TALLAHASSEE FLORIDA

ARF/jh
enc.

ARTICLES OF ORGANIZATION
OF
INTERNET RETAIL SYSTEMS, LLC

ARTICLE I
NAME

The name of this limited liability company is INTERNET RETAIL SYSTEMS, LLC

ARTICLE II
DURATION

This limited liability company shall have perpetual existence.

ARTICLE III
PURPOSE

This limited liability company is organized for any lawful purpose, except that special statutes for the regulation and control of specific types of business shall control when in conflict with these Articles of Organization.

ARTICLE IV
ADDRESS

The principal place of business and mailing address of this limited liability company shall be 23260 Mirabella Circle North, Boca Raton, Florida 33433.

ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent of the limited liability company is Eldad Israel and the initial registered agent's office address shall be 23260 Mirabella Circle North, Boca Raton, Florida 33433.

ARTICLE VI
MANAGEMENT

The limited liability company will be managed by all of its members. Their names and addresses are:

ELDAD ISRAEL

23260 Mirabella Circle North
Boca Raton, Florida 33433

YOSEF REJWAN

Shderot Hameiri #3
Jerusalem, Israel

ARTICLE VII
POWERS

This limited liability company shall have all of the powers enumerated in the Limited Liability Act.

ARTICLE VIII
ADMISSION OF NEW MEMBERS

The members shall have the right to admit new members. The terms and conditions for the admission of new members are as follows:

Any person or entity approved by a unanimous written consent of all existing members may,

FILED
99 MAY 13 PM 1:35
TALLAHASSEE FLORIDA

subject to the terms of the Regulations, become an additional member in the limited liability company by the sale of new interests for such consideration as the members shall determine.

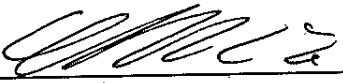
ARTICLE IX
RIGHT OF CONTINUANCE

The members shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in the limited liability company.

ARTICLE X
REGULATIONS

The Regulations may be adopted, altered, amended or repealed by the members.

IN WITNESS WHEREOF, a member of the limited liability company has executed these Articles of Organization on the ___ day of May, 1999, and affirms under the penalties of perjury that the facts contained in these Articles of Organization are true to the best of his knowledge.

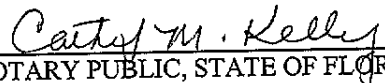


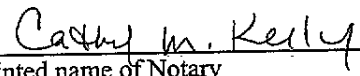
Eldad Israel

STATE OF FLORIDA

COUNTY OF Palm Beach }

The foregoing instrument was acknowledged before me this 11th day of May, 1999, by Eldad Israel, who is personally known to me or produced FL Drivers as identification, and who did (did not) take an oath.
License



NOTARY PUBLIC, STATE OF FLORIDA


Printed name of Notary

My commission expires:



FILED
99 MAY 13 PM 1:35
STATE OF FLORIDA
TALLAHASSEE

STATE OF FLORIDA)
COUNTY OF PALM BEACH)


1. The name of the limited liability company is INTERNET RETAIL SYSTEMS, LLC
2. The limited liability company has at least one (1) member.
3. The name and address of each member of the limited liability company is:

23260 Mirabella Circle, North
Boca Raton, FL 33433

Shderot Hameiri #3
Jerusalem, Israel

<u>Member</u>	<u>Value</u>	<u>Description</u>
Israel	\$1,000.00	Cash
Taiwan	\$2,000.00	Cash

6. The limited liability company does not anticipate future contributions.


Eldad Israel
DATE: 5/11/99

STATE OF FLORIDA
COUNTY OF Palm Beach

Drivers License

Cathy M. Kelly
Notary Public, State of Florida



FILED
MAY 13 PM 1:35
FBI - TAMPA
RECEIVED
TAMPA FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

INTERNET RETAIL SYSTEMS, LLC
2. The name and address of the registered agent and office is:

Eldad Israel
23260 Mirabella Circle North
Boca Raton, Florida 33433

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED LIMITED LIABILITY COMPANY AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE _____

(Registered Agent)

DATE: May 11, 1999

FILED
99 MAY 13 PM 1:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA