

Rohn Kessler
9240 Sable Ridge Circle, #A
Boca Raton, Florida 33428

AD1000001612

March 2, 2001

Florida Department of State
Division of Corporations
The Capitol
Tallahassee, Florida 32301

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-03/06/01--01010--005
*****78.75 *****78.75

Gentlemen:

Please file the enclosed Articles of Incorporation for Hasidigraphix, Inc. and send me a certified copy for my records. Enclosed also please find my check for \$78.75 to cover the various taxes for the corporation.

If you have any questions, please contact me at the above address or telephone (954) 961-1040. Thank you for your cooperation.

Sincerely,

R. Kessler

Rohn Kessler

Enclosures

FILED
01 MAR -5 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

38.8

**ARTICLES OF INCORPORATION
OF
HASIDIGRAPHIX, INC.**

FILED
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SLOAN COUNTY CLERK
TALLAHASSEE, FLORIDA

The undersigned incorporator, a natural person competent to contract, hereby files these Articles of Incorporation in order to form a corporation not-for-profit under the laws of the state of Florida, and do hereby certify as follows:

ARTICLE I - Name and Address

The Name and Principal Place of Business:

The name of the corporation shall be Hasidigraphix, Inc. and shall maintain its office at 9240 Sable Ridge Circle #A, Boca Raton, Florida 33428

ARTICLE II - Duration

This Corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE III- Purpose

This Corporation is organized for the following purposes:

The specific and primary purposes are to provide educational materials and information regarding the Jewish way of life and its heritage for Jews around the world and to foster, promote, conduct, and further knowledge in the Jewish heritage. This corporation is organized exclusively for educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code. To this end the corporation should have the following powers: to own, acquire, convey, exchange, lease, mortgage, encumber transfer and trust, or otherwise dispose of, all property, real or personal; to borrow money, contract debts, and to secure the payment or performance of its obligations; to receive property by gift, devise, or bequest subject to the laws regulating the transfer of property by will, and otherwise to acquire and to hold all property, real or personal, including shares of stocks, bonds, and securities of other corporations; to enter into contracts with any person, firm, association, corporation, municipality, county, state, nation, or other body politic or with any colony, dependency or agency of any of the foregoing; to perform every act necessary or proper for the accomplishment of the objects and purposes enumerative or for the protection and benefit of this corporation.

Notwithstanding any powers granted to this corporation by its articles, bylaws, or by the laws of the state of Florida, the following limitations of power shall apply and be paramount: no part of the net earnings of the corporation shall inure to the benefit of any member, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, director, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting, to influence legislation, except to the extent permitted by the Code and directly related to the corporation's charitable purposes. The corporation shall not participate in or intervene in (including the publication or distributions of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any of the provisions in this certificate, the corporation shall not conduct or carry on any activities not permitted to be conducted on or carried on by an organization exempt under Section 501(c) (3) of the Code.

ARTICLE IV - Private Foundation Rules

If the corporation is a Private Foundation in the meaning of Section 509 of the Code and is not an operating foundation as designed by Section 4942 of the Code, then the provisions of this Article III shall apply. The corporation shall distribute its income for each tax year at such time and at such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or correspondent provisions of any later federal tax laws.

ARTICLE V – Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is: 9240 Sable Ridge Circle #A, Boca Raton, Florida 33428 and the name of the Initial Registered Agent of this Corporation at that address is Rohn Kessler.

ARTICLE VII - Initial Board of Directors

The initial Board of Directors of this Corporation shall have FOUR (4) Directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than THREE (3). The names and addresses of the Initial Directors of the Corporation are:

Rohn Kessler President/Secretary	9240 Sable Ridge Circle #A Boca Raton, FL 33428
Ninah Kessler	9240 Sable Ridge Circle #A Boca Raton, FL 33428
Rabbi Ruvi New	375 NE 4 th Street Boca Raton, FL 33432
Tzvi Freeman	5729 Montgomery Street Vancouver, BC V6M 2X3 Canada

These officers shall hold office for the first year of existence of this Corporation or until successors are elected or appointed and have qualified. In the future, directors shall be elected annually by majority vote by the members of the Board of Directors.

ARTICLE VII - Incorporator

The name and address of the person signing these Articles of Incorporation is:

Rohn Kessler 9240 Sable Ridge Circle, #A
Boca Raton, Florida 33428

ARTICLE VIII - Indemnification

This Corporation shall have the power to indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - Officers

The corporation shall have a President, Vice President and Secretary, and may have additional and assistant officers as determined by the Board of Directors. A person may hold more than one office, except that the president may not also be the secretary.

ARTICLE X - Management of Corporation by Directors

All corporate powers shall be exercised by or under the authority of, and the business affairs of this Corporation shall be managed under the direction of the Board of Directors of this Corporation.

ARTICLE XI - Removal of Directors

The shareholders of this Corporation shall not be entitled to remove any director from office without cause.

ARTICLE XII - Bylaws

The Board of Directors shall adopt bylaws for the corporation. The bylaws may be amended, altered, or repealed by the directors in any manner permitted by the bylaws which is in accordance with the purpose of the corporation as set out in these Articles of Incorporation.

ARTICLE XIII Amendment

These Articles of Incorporation may be amended by two-thirds (2/3) vote of the Board of Directors at any time provided that any amendment will not adversely effect the status of the corporation as an organization described in 501(c)(3) of the Internal Revenue Code.

ARTICLE XIV - Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XV Dissolution

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c) (3) of the Internal Revenue Code. This corporation shall be dissolved and its affairs wound up by a two-thirds vote of the corporations Board of Directors.

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation at Boca Raton, Florida this 2nd day of March, 2001 for the uses and purposes aforesaid.

Rohn Kessler
Rohn Kessler, Subscriber

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared Rohn Kessler, to me known, and known by me to be the person who executed the above and foregoing Articles of Incorporation, for all those purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid on the 2nd day of March, 2001.

Berdyne D. Freinberg
Notary Public, State of Florida at Large

My commission expires:



Berdyne D. Freinberg
Commission # OC 819039
Expires Mar. 22, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

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

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-That Hasidigraphix, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Boca Raton, County of Palm Beach, State of Florida, has named Rohn Kessler at 9240 Sable Ridge Circle #A, County of Palm Beach, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT; (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, 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: Dr. Rohn Kessler
Signature of Registered Agent

FILED
01 MAR -5 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA