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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FLORIDA NON-PROFIT CORPORATION

SHEMA ISRAEL INTERNATIONAL, INC.

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 13, 2003

FAS-T

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ARTICLES OF INCORPORATION
OF
SHEMA ISRAEL INTERNATIONAL, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned, pursuant to Chapter 617, Florida Statutes, have associated ourselves together and do hereby associate ourselves together, for the purpose of becoming incorporated under the laws of the State of Florida as a corporation not for profit, and adopt the following Articles of Incorporation.

ARTICLE I- CORPORATE NAME

The name of this Corporation is: SHEMA ISRAEL INTERNATIONAL, INC.

ARTICLE II- TERMS OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the filing of these articles.

ARTICLE III- NATURE OF BUSINESS AND POWERS

The principal nature and purposes for which this corporation is organized are:

- a) To establish a non-profit Christian religious mission with the objective of giving Judeo-Mesianic congregations support; to spread the word of God throughout all of the communities in the world; with emphasis in doing missionary work both inside and outside the continental United States.
- b) To realize and implement the ideals that have yet to come to fruition and realization in the interests of God, democracy, respect for human rights and the United States.
- c) To assist in the development, education and promotion of Judeo-Christian principles and human rights.
- d) To promote unity of all people of all races, who believe and love God, respect human rights and are willing to participate in the effort to spread God's word throughout the world.
- e) To provide a forum for people regardless of race, creed or color to obtain training, tutoring, scholarships and guidance in the pursuit of the word of God.
- f) The corporation shall be empowered to publish newspapers, pamphlets, books and magazines; acquire, rent, lease, let, hold, own, buy, convey, mortgage, bond, sell or assign property; real, personal or mixed; as the purposes of the corporation whether express or implied shall require, associate itself with other persons, corporate

SHEMA ISRAEL INTERNATIONAL, INC.
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or natural, for the purpose of becoming a member of an in otherwise associating itself with other corporations or association of a similar or like nature; collect dues, fees, rents, fines, subscriptions and other revenues to the advantage of the corporation and to do and perform all such other acts and things, including those generally allowed by the laws of the State of Florida relative to corporations not for profit, as now existing, or as the law may henceforth provide, as from time may be necessary or expedient in the exercise of any and all of its corporate functions, powers and rights.

g) To do and perform all such acts and things, allowed by the Laws of the United States and the laws of the State of Florida relative to corporations not for profit.

ARTICLE IV- MEMBERSHIP

This members of this corporation shall be subscribers, and such other persons as may from time to time be elected to membership by the members of the corporation.

ARTICLE V- BOARD OF DIRECTORS

There shall be five (5) members of the initial Board of Directors of the Corporation. The Directors shall be appointed every two years by a majority vote. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the membership, but shall never be less than one.

ARTICLE VI- INITIAL DIRECTORS

The name of the initial directors of this Corporation and his street addresses are:

<u>NAME</u>	<u>ADDRESS</u>
Mamei D. Goffman	12360 N.W. 11th Lane Miami, FL 33182
Hector Espinoza	1438 Temple Heights Drive Oceanside, CA 92062
Rosa A. Goffman	12360 N.W. 11th Lane Miami, FL 33182

SHOMA ISRAEL INTERNATIONAL, INC.
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Virgil Huber

3806 Inglewood Ct.
Augusta, GA 30906

Belarmino Dusan

9165 Fountainbleau Blvd
Apt. # 8 Miami, FL 33172

The persons named as initial directors shall hold office for the first two years of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VII-OFFICERS

The affairs of the corporation shall be conducted by a President, Secretary and Treasurer. The names of the initial officers to serve until appointment by the Board of Directors.

Manuel D. Goffman

President

Hector Espinoza

Vice-President

Rosa A. Goffman

Secretary

Belarmino Dusan

Treasurer

ARTICLE VIII-LIQUIDATION

Provision for the regulation of internal affairs of the Corporation, including the distribution of assets upon dissolution or final liquidation shall require that:

The assets of the corporation shall be dedicated to the purposes hereinabove stated.

Upon dissolution or final liquidation, such assets shall be distributed by operation of law.

ARTICLE IX- REGISTERED AGENT AND PRINCIPAL OFFICE

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be: Manuel D. Goffman 7120 S.W. 30th Street; Miami, FL 33155. The Address of the Principal office of this Corporation shall be: 7120 S.W. 30th Street; Miami, FL 33155

The Board of Directors from time may move the Registered Office to any other address in the State of Florida.

SEEMA ISRAEL INTERNATIONAL, INC.
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ARTICLE X- BYLAWS

The Bylaws of the Corporation shall be made by the subscribers hereto and thereafter changed, modified or rescinded by a majority board of the existing membership.

ARTICLE XI- AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the membership and approved by a majority.

ARTICLE XII- INCOME DISTRIBUTIONS

The corporation will distribute its income for each year at such time and in such manner that it will not become subject to the tax on undistributed income imposed by section 4392 of the Internal Revenue Code and/or corresponding provisions of any subsequent tax laws. The corporation will not engage in any act of self-dealing as defined in section 4941 (d) of the Internal Revenue Code.

The corporation will not retain any excess business holdings as defined in section 4943 (c) of the Internal Revenue Code.

The corporation will not make any investments in a manner that would subject it to taxes under section 4944 of the Internal Revenue Code.

The corporation will not make any taxable expenditures as defined in section 4945 (d) of the Internal Revenue Code.

ARTICLE XII- INCORPORATORS

The names and residence addresses of the subscribers to these articles of incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Manuel D. Goffman	12360 N.W. 11th Lane Miami, FL 33182
Hector Espinoza	1438 Temple Heights Drive Oceanside, CA 92062
Rosa A. Goffman	12360 N.W. 11th Lane Miami, FL 33182
Virgil Huber	3806 Inglewood Ct. Augusta, GA 30906
Belarmino Dusan	9165 Fountainbleau Blvd. Apt #8 Miami, FL 33172

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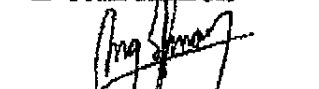
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IN WITNESS WHEREOF, the undersigned, Incorporators, have
executed the foregoing Article of Incorporation on this ____ day
of October, 2002.


Virgil Huber
INCORPORATOR


Hector Espinoza
INCORPORATOR

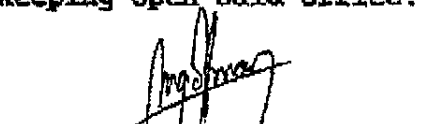

Rosa A. Goffman
INCORPORATOR


Manuel D. Goffman
INCORPORATOR


Belarmino Dusan
INCORPORATOR

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been named to accept service of process for the above
stated corporation, at 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.


Manuel D. Goffman
REGISTERED AGENT

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, duly authorized to
administer oaths, personally appeared, Rosa A. Goffman, Manuel D.
Goffman, and Belarmino Dusan the persons described as Incorporators and
Registered Agent who executed the foregoing Articles of Incorporation,
and acknowledged before me that they subscribed to these Articles of
Incorporation, on this 11th day of October, 2002

 Nathalie Gervond
My Commission CG797365
Expires December 17, 2002


NOTARY PUBLIC AT LARGE
STATE OF FLORIDA

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STATE OF CALIFORNIA)
)
COUNTY OF San Diego)

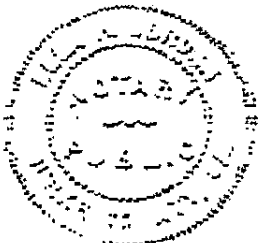
BEFORE ME, the undersigned authority, duly authorized to administer oaths, personally appeared, Hector Espinoza the person described as Incorporator who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation, on this 13th day of ~~September~~^{NOV}, 2002.
November



Kelli R. Dawson
NOTARY PUBLIC AT LARGE
STATE OF CALIFORNIA

STATE OF GEORGIA)
)
COUNTY OF BURKE)

BEFORE ME, the undersigned authority, duly authorized to administer oaths, personally appeared, Virgil Huber the person described as Incorporator who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation, on this 24 day of October, 2002.



Ella H. Jordan / 4-8-03
NOTARY PUBLIC AT LARGE
STATE OF GEORGIA

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