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FLORIDA PROFIT/NON PROFIT CORPORATION

OCHEL NEFESH, INC.

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H07000237138 3

**ARTICLES OF INCORPORATION
OF
OCHEL NEFESH, INC.
(A Florida Corporation Not-For-Profit)**

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ARTICLE I

The name of the corporation (the "Corporation") is **OCHEL NEFESH, INC.**

ARTICLE II

The principal office or mailing address of the Corporation is c/o 7284 West Palmetto Park Road, Suite 210-S, Boca Raton, Florida 33433.

ARTICLE III

The Corporation is organized and shall be operated exclusively for religious, charitable, and/or educational purposes, each within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code"), including, in particular, relief of the poor and distressed in Israel (the "Corporation's 501(c)(3) Exempt Purposes"). The Corporation is not formed for pecuniary profit or financial gain.

The nature of the Corporation's activities shall be to undertake or support, directly or indirectly, such projects, programs, services, and activities, at such times and in such places, within or without the United States of America, as the Board of Directors of the Corporation (the "Board") determines are appropriate to carry out, promote, or further the Corporation's 501(c)(3) Exempt Purposes, including, but not limited to, undertaking, operating, conducting and/or supporting, directly or indirectly, a program to be operated in Israel to provide food and financial assistance to those who are poor, destitute or distressed. It is intended that the Corporation shall be exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, and that it shall qualify as an organization transfers to which are deductible for federal income, gift, and estate tax purposes by residents and citizens of the United States of America (a "Qualified Charitable Organization").

ARTICLE IV

The number of directors constituting the Board shall be as provided in the Bylaws, provided, however, the number of directors shall not be less than three (3). The manner in which the Directors are to be elected or appointed shall be as stated in the Bylaws of the Corporation.

ARTICLE V

The officers and their manner of election shall be as provided in the Bylaws.

H07000237138 3

ARTICLE VI

Title to all property of the Corporation shall be held in the name of the Corporation or as otherwise may be provided pursuant to the authority of the Bylaws of the Corporation. Any gift, bequest, devise or donation of any kind whatsoever to the Corporation or its Board shall be deemed to vest title in the Corporation.

ARTICLE VII

The name and address of the Corporation's registered agent are:

CLASP, INC.
c/o Cummings & Lockwood
3001 Tamiami Trail North, Suite 400
Naples, Florida 34101

ARTICLE VIII

These Articles may be amended as provided in the Bylaws at any time and from time to time in a manner and for a purpose consistent with the Corporation's qualification as a Qualified Charitable Organization; provided, however, that no amendment hereto may remove these restrictions on amendment.

ARTICLE IX

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed (i) for such of the Corporation's 501(c)(3) Exempt Purposes (including by distribution to or for the use of one or more Qualified Charitable Organizations) and in such manner and proportions as the Board shall determine in its discretion, or (ii) by a court of competent jurisdiction in the State in which the principal office of the Corporation in the United States of America is then located, exclusively for such of the Corporation's 501(c)(3) Exempt Purposes or to such one or more Qualified Charitable Organizations having similar 501(c)(3) Exempt Purposes as the court shall determine.

ARTICLE X

The name and address of the incorporator are:

Robert L. Lancaster, Esq.
Cummings & Lockwood
3001 Tamiami Trail North, Suite 400
Naples, Florida 34101

H07000237138 3

ARTICLE XI

Notwithstanding any other provisions of these Articles to the contrary, the Corporation's activities and the Board's authority shall be subject to the following restrictions and limitations:

Section 1. Prohibition on Private Inurement. No part of the net earnings, current or accumulated, or property of the Corporation shall inure to the benefit of, or be distributed to, any member (other than a member which is exempt from federal income tax under section 501(c)(3) of the Code), director, officer, or other private persons, except in furtherance of the Corporation's 501(c)(3) Exempt Purposes, as payment of reasonable compensation for services rendered, or as payment or reimbursement of reasonable expenses necessary to carrying out the Corporation's 501(c)(3) Exempt Purposes.

Section 2. Prohibition on Dividends. The Corporation shall not have the power to declare dividends.

Section 3. Limitation on Lobbying Activities. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation.

Section 4. Prohibition on Intervening in Political Campaigns. The Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or opposition to any candidate for public office.

Section 5. Tax-Exempt Status. The Corporation shall not carry on any other activities not permitted to be carried on a Qualified Charitable Organization.

Section 6. Chapter 42 Distribution Requirement. To the extent that Section 508 and the provisions of Chapter 42 of the Code are applicable to the Corporation, the Corporation shall make such distributions at such time and in such manner so as not to subject the Corporation to tax under section 4942 of the Code.

Section 7. Chapter 42 Prohibitions. To the extent that Section 508 and the provisions of Chapter 42 of the Code are applicable to the Corporation, the Corporation shall not (a) engage in any act of self-dealing as defined in Section 4941(d) of the Code, (b) retain any excess business holdings as defined in Section 4943(c) of the Code, (c) make any investments in such manner as to subject it to tax under Section 4944 of the Code, or (d) make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE XII

Subject to the restrictions and limitations of the preceding Article of these Articles and the condition that no power or discretion shall be exercised by the Board in any manner or for any purpose that is not consistent with the Corporation's 501(c)(3) Exempt Purposes and its

H07000237138 3

qualification as a Qualified Charitable Organization, but without otherwise limiting the powers conferred upon the Board by law, the Board is specifically authorized:

(a) To receive and accept gifts, legacies, grants, loans, and other contributions to the Corporation from any persons or entities, in cash or in other property acceptable to the Board, including restricted contributions, provided that the Board may not accept inter vivos contributions that are inevitably committed to go to one or more organizations created or organized outside the United States of America or any possession thereof ("Foreign Charitable Organizations"), and further provided that any restrictions are consistent with the Corporation's 501(c)(3) Exempt Purposes and its qualification as a Qualified Charitable Organization and are imposed by the donor by a written instrument that is accepted by the Board by resolution.

(b) To maintain and administer the Corporation's assets, including all contributions received, all income earned on those assets and contributions, and any gains therefrom (the "Corporation's Funds") and, unless otherwise specifically required, to mingle restricted contributions with other assets of the Corporation's Funds for investment purposes.

(c) To use and apply the Corporation's Funds, make expenditures and payments therefrom, and make distributions, program-related loans, program-related investments, and other grants from the Corporation's Funds, in such amounts, at such times, in such manner, and for such of the Corporation's 501(c)(3) Exempt Purposes as the Board in its sole discretion determines from time to time, subject to any restrictions legally imposed by donors on contributions to the Corporation's Funds; provided, however, that with regard to any grants to Foreign Charitable Organizations, (1) the Board shall review all requests for funds from each such organization, require that a request specify the use to which the funds will be put, and, if the Board approves a request as being in furtherance of the Corporation's 501(c)(3) Exempt Purposes, authorize payment of the funds to the approved grantee on condition that such grantee furnish a periodic accounting to show that the funds were expended for the purposes approved by the Board, and (2) the Board shall at all times have the right in its sole discretion to refuse to make any such grant or otherwise render financial assistance to or for any or all of the purposes for which funds are requested by a Foreign Charitable Organization and to withdraw approval of any such grant and instead use such grant funds (including any contributions received in support of such grant) for the Corporation's other 501(c)(3) Exempt Purposes as determined by the Board in its sole discretion.

(d) To initiate and participate in fundraising activities, expeditions, or other projects that may be undertaken by the Corporation in order to further or promote the Corporation's 501(c)(3) Exempt Purposes; provided, however, that if the Corporation solicits contributions in support of a grant the Board has approved to a Foreign Charitable Organization, the fact of the Board's control and discretion over all contributions made to the Corporation in support of that grant shall be made available to any contributor, upon request, whether before or after a contribution has been made.

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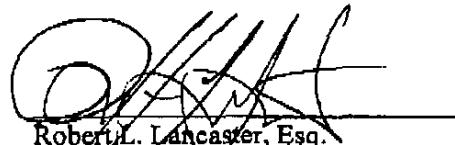
(c) To the extent a corporation not-for-profit formed under the Florida Not for Profit Corporation Act may now or hereafter lawfully do so, to engage in or carry on any and every act or activity necessary, suitable, convenient, or proper for, in connection with, or incident to the promotion, furtherance, or accomplishment of any of the Corporation's 501(c)(3) Exempt Purposes, or designed, directly or indirectly, to promote the interests of the Corporation, and to engage in any lawful act or activity that is consistent with the Corporation's 501(c)(3) Exempt Purposes and its qualification as a Qualified Charitable Organization.

ARTICLE XIII

The Corporation shall indemnify any officer, director or employee, or any former officer, director or former employee, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator, has hereunto set his hand and seal this 24th day of September, 2007, for the purpose of forming this Corporation not-for-profit under the Florida Not For Profit Corporation Act.

By:


Robert L. Lancaster, Esq.
Incorporator

H07000237136 3

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

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

OCHEL NEFESH, INC.

2. The name and address of the registered agent and office is:

CLASP, INC.
c/o Cummings & Lockwood
3001 Tamiami Trail North, 4th Floor
Naples, FL 34103

Having been named as registered agent and to accept service of process for the above-stated corporation 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.

Registered Agent:

CLASP, INC.

By:


Robert L. Lancaster, Vice President

Dated: September 24, 2007

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H07000237138 3