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STEVEN A. FRANKEL, P.A.

A PROFESSIONAL ASSOCIATION
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January 11, 1999

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

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****175.00 *****87.50

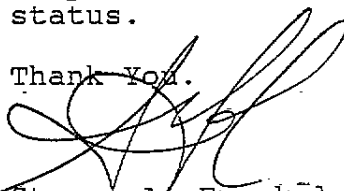
RE: ISRAELI AMERICAN CHAMBER OF COMMERCE, INC.
ISRAELI CHAMBER OF COMMERCE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To whom it may concern:

Enclosed please find an original and two (2) copies of the articles of incorporation for each of the two (2) corporations above referenced together with a check in the amount of \$175.00 reflecting a fee of \$87.50 for each of the aforementioned corporations filing fee, certified copy and certificate of status.

Thank You.


Steven A. Frankel
For the Firm

P.S. Please note that we have moved and that all correspondence should be sent to the following address:

Steven A. Frankel, P.A.
3660 Washington Lane
Cooper City, Florida 33026
(954) 436-1422

TA-2/1/99

ARTICLES OF INCORPORATION

OF

ISRAELI AMERICAN CHAMBER OF COMMERCE, INC.

The undersigned as incorporator of a corporation under the Not-For-Profit Act of the state of Florida hereby adopts the following articles of incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation shall be:

ISRAELI AMERICAN CHAMBER OF COMMERCE, INC.

ARTICLE II. ADDRESS

The principal place of business of this corporation shall be 4801 S. University Drive, Suite 2080, Ft. Lauderdale, Florida 33328 and the mailing address shall be the same.

ARTICLE III. PURPOSE

The corporation is organized exclusively for charitable, religious, educational, political, professional and scientific purposes. Included within such purposes, shall be the authority to encourage, foster and stimulate commerce, trade, business, finance and professional interest; to eliminate and reform abuses in such areas; to obtain and distribute reliable information as to the reputation and standing of business matters and merchants; to stimulate, encourage and promote cooperation and friendly exchange among businessmen; to adjust and settle business disputes between business members and others; to promote, advance and stimulate civic, business, commercial, industrial and agricultural interests and general welfare; to acquaint and inform the public as to its objectives and to stimulate public opinion and reaction to these ends by providing information and other civic, educational, commercial, industrial, social and public features as will foster, encourage and stimulate these purposes. Additionally included for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The Corporation may receive and administer funds for scientific, religious, educational, political, charitable and such other authorized purposes, and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the

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directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof.

ARTICLE IV. MEMBERS

The qualifications for members and the manner of their admissions shall be regulated by the by-laws.

ARTICLE V. OPERATIONS

The territory in which the operations of the Corporation are principally to be conducted is the United States of America and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

ARTICLE VI. OFFICERS AND DIRECTORS

The initial board of directors shall consist of at least three (3) members, who need not be residents of the State of Florida and who shall serve for three (3) years from the date of incorporation. Thereafter, term and election of directors shall be as stated in the by-laws.

The names and addresses of the persons who shall serve as initial directors are as follows:

Dr. Jeff Bernstein
4801 S. University Drive
Suite 2080
Ft. Lauderdale, Florida 33328

Joseph Pinon
4801 S. University Drive
Suite 2080
Ft. Lauderdale, Fla. 33328

Steven A. Frankel
4801 S. University Drive
Suite 2080
Ft. Lauderdale, Florida 33328

ARTICLE VII. INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the initial registered office of the corporation shall be 4801 S. University Drive, Suite 2080, Ft. Lauderdale, Florida 33328 and the name of the initial registered agent of the corporation at that address is Dr. Jeff Bernstein.

ACKNOWLEDGMENT: Dr. Jeff Bernstein having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Florida Statutes.

BY:

Jeff Bernstein
Dr. Jeff Bernstein

ARTICLE VIII. INCORPORATOR

The name and street address of the initial incorporation is as follows:

STEVEN A. FRANKEL

4801 S. University Drive
Suite 2080
Ft. Lauderdale, Florida 33328

IN WITNESS WHEREOF, the undersigned has hereunto set forth his hand and seal on this 8th day of January, 1999.

STEVEN A. FRANKEL


STATE OF FLORIDA)

COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 8th day of January, 1999, by Steven A. Frankel.

my commission expires:

Sandra Frankel
NOTARY PUBLIC, STATE OF FLORIDA

 Sandra Frankel
My Commission CC687916
Expires October 12, 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA