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OFFICE USE ONLY (Document #)

LIZARUS CORPORATE FILING SERVICE, INC.
 (Requestor's Name)
3320 S.W. 87th AVENUE
 (Address)
MIAMI, FLORIDA (305)552-5973
 (City, State, Zip) (Phone #)
LOCAL REPRESENTATIVE TALLAHASSEE

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. BENEL YISRAEL INC.
 (Corporation Name) (Document #)
2. (SON OF ISRAEL, INC)
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

- Walk in Pick up time 2:00 Certified Copy
 Mail out Will wait Photocopy Certificate of Status

FILED
99 JUL 16 PM 3:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

[Handwritten Signature]
 RECEIVED
 99 JUL 16 AM 11:31
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

Examiner's Initials

ARTICLES OF INCORPORATION

FOR

FILED
99 JUL 16 PM 3:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator(s) of a corporation pursuant to chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be:

BENEI YISRAEL INC.

ARTICLE II PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this corporation shall be:

9992 SW 196 St
Miami Fl. 33157

ARTICLE III PURPOSE(S)

The specific purpose(s) for which the corporation is organized is (are):

- 1)- Tehe purposes are to study the Tora with people with hebreu roots for them to know their roots , culture , traditions, etc.
- 2)- To be in touch with the state of Israel and with Sephardy Jews from Latin America.

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is as follows:

Election of directors shall be stated in the by-laws.

ARTICLE V LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, unless limited as follows:

N/A

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent is:

Bartolome E. Frias 9992 sw 196 st ^{MIAMI} FL 33157


initial BF

ARTICLE VII INCORPORATORS

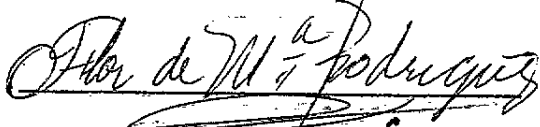
The name(s) and street address(es) of the incorporator(s) for these Articles of Incorporation is(are):

Bartolome E. Frias	9992 sw 196 st	^{MIAMI} FL 33157
Flor de Maria Rodrigues	8351 SW 46 st	FL 33155
Roberto Gonzales	10031 SW 41 Tr	^{MIAMI} FL 33165
Alexis Mari	13360 SW 66 St	^{MIAMI} FL 33183

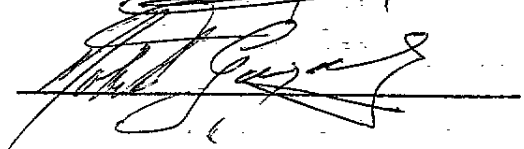
The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 25 day of 7, 1999.

Bartolome E. Frias 

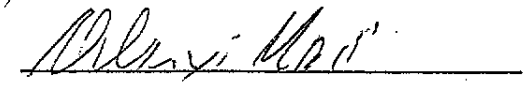
Signature(s) of the Incorporator(s)



Flor de Maria Rodrigues
Typed name of incorporator signing



Roberto Gonzales
Typed name of incorporator signing



Alexis Mari
Typed name of incorporator signing

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 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: BENEI YISRAEL INC.

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

Bartolome E. Frias

(NAME)

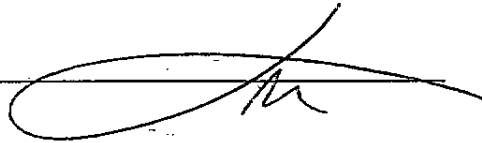
9992 sw 196 st miami Fl 33157

(P.O. BOX NOT ACCEPTABLE)

(CITY/STATE/ZIP)

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.

SIGNATURE _____



DATE _____

REGISTERED AGENT FILING FEE: \$35.00

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99 JUL 16 PM 3:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA