



THE UNITED STATES
CORPORATION
COMPANY

P000000095878

FILED

00 OCT 11 AM 11:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 859036 9542A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia P. P.

ORDER DATE : October 10, 2000

ORDER TIME : 4:30 PM

ORDER NO. : 859036-005

CUSTOMER NO: 9542A

CUSTOMER: Nir Meshulam, Esq
Michael Feinstein, Esq

Suite 700
888 East Las Olas Boulevard
Fort Lauderdale, FL 33301

700003421347--3

DOMESTIC FILING

NAME: MAGIC WORLDS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 OCT 11 AM 9:05

RECEIVED

PH 10/11/00

**ARTICLES OF INCORPORATION
OF**

Magic Worlds, Inc.

FILED
00 OCT 11 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of this corporation shall be Magic Worlds, Inc.

ARTICLE II: PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be 3417 NW 44 Street, Bldg. 16, #206, Fort Lauderdale, Florida 33309.

ARTICLE III: NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV: SHARES

All stock issued by this corporation shall be common voting stock of a single class. The number of shares of stock that this corporation is authorized to have outstanding at any time is 500.

ARTICLE V: INITIAL REGISTERED AGENT AND REGISTERD OFFICE

The name of the initial registered agent is Ofir Gamliel, whose registered office is located at 3417 NW 44 Street, Bldg. 16, #206, Fort Lauderdale, Florida 33309.

ARTICLE VI: DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This Corporation shall have One Director, Initially. The names and addresses of the initial members of the Board of Directors are:

Ofir Gamliel
Dir.

3417 NW 44th Street, Bldg. 16, #206
Fort Lauderdale, Florida 33309

ARTICLE VII: OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Ofir Gamliel
Pres.

3417 NW 44th Street, Bldg. 16, #206
Fort Lauderdale, Florida 33309

ARTICLE VI: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: Ofir Gamliel, 3417 NW 44 Street, Bldg. 16, #206, Fort Lauderdale, Florida 33309.

The undersigned incorporator has executed these Articles of Incorporation this 5th Day of October, 2000.

OFIR GAMLIEL
Signature

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED

00 OCT 11 AM 11:37

Pursuant to Florida law, 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: Magic Worlds, Inc.
2. The name and address of the registered agent and office is:

Ofir Gamliel,
3417 NW 44 Street, Bldg. 16, #206,
Fort Lauderdale, Florida 33309.

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 OF REGISTERED AGENT



DATE