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Florida Department of State
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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

essence of jerusalem usa, inc.

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| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 04 |
| Estimated Charge | \$70.00 |

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
ESSENCE OF JERUSALEM USA, INC.

ARTICLE I - NAME

The name of this corporation is ESSENCE OF JERUSALEM USA, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 245 SE 1ST STREET - SUITE 330 MIAMI, FLORIDA 3313.

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 11900 BISCAYNE BOULEVARD #290 NORTH MIAMI, FLORIDA 33181 and the name of the initial registered agent of this corporation at that address is KIM MARKS.

Prepared by:

Kim Marks CPA PA
11900 Biscayne Blvd #290
North Miami FL 33181

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ARTICLE VII - INCORPORATORS

The name and address of each person signing these Articles is:

| <u>NAME</u> | <u>ADDRESS</u> |
|-------------|--|
| KIM MARKS | 11900 BISCAYNE BOULEVARD #290 NORTH MIAMI FLORIDA 33181 |

ARTICLE VIII - Officers

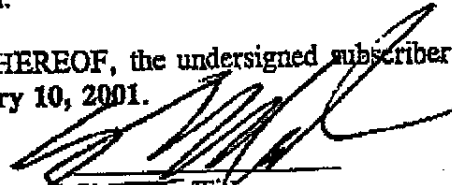
The name and title of each officers is:

| | |
|-------------------|----------------|
| MEIR SIMON OHAHA | President |
| MARK V. AQUININ | Vice President |
| MEIR SHIMON OHANA | Secretary |
| MARK V. AQUININ | Treasurer |

ARTICLE VIII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this January 10, 2001.



 Signature/Title

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT ESSENCE OF JERUSALEM USA, INC.
(Name of Corporation)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI, STATE OF FLORIDA 33131, HAS NAMED KIM MARKS, LOCATED AT 11900 BISCAYNE BLVD #290, STATE OF FLORIDA 33181, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE [Signature]
(Corporate Officer)
TITLE [Signature]
DATE 1/10/01

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.

SIGNATURE [Signature]
(Resident Agent)
DATE 1/10/01

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