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(Requestor's Name)

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(Business Entity Name)

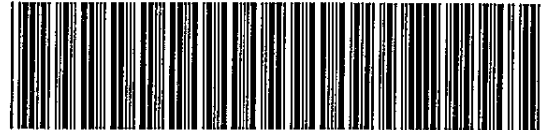
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SECRETARY OF
TALLAHASSEE, FLORIDA
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**78.

Law Offices of
TILLEY & CHAPMAN

MICHAEL R. TILLEY, P.A.
KRISTINE M. CHAPMAN

BANK OF AMERICA BUILDING
2000 GLADES ROAD • SUITE 306
BOCA RATON, FLORIDA 33431

(561) 392-5707
TELEFAX (561) 368-0709

December 20, 2002

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

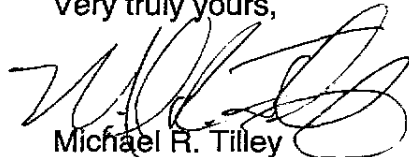
Re: Mercury Ventures, Inc.

Dear Department of State:

Enclosed are the original and one copy of the articles of incorporation for the above-named proposed Florida corporation, along with the registered agent's acceptance. Also enclosed is a check in the amount of \$78.75, representing the fees for filing and a certified copy.

Thank you for your assistance in this matter.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Michael R. Tilley', is written over the typed name.

Michael R. Tilley

Enclosures

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**ARTICLES OF INCORPORATION
OF
MERCURY VENTURES, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, and who is a natural person competent to contract, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be **Mercury Ventures, Inc.**

ARTICLE II

The Corporation shall have perpetual existence.

ARTICLE III

The general purposes for which the Corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act, and to engage in any trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with the foregoing business.
2. To do such other and further things as are incidental to the foregoing or as are necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

The maximum number of shares which the Corporation is authorized to issue is 1,000 shares, par value \$1.00 per share, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders

have the right to vote.

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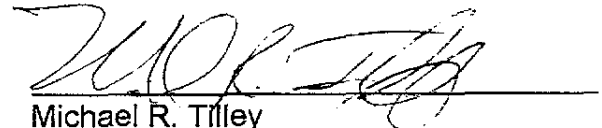
ARTICLE V

The principal office and mailing address of the Corporation is 20423 State Road 7, Suite F-11, Boca Raton, Florida 33498.

ARTICLE VI

The street address of the initial registered office of the Corporation is 2000 Glades Road, Suite 208, Boca Raton, Florida 33431, and the name of its initial registered agent at such address is Michael R. Tilley.

Having been named to accept service of process for the Corporation, the undersigned is familiar with and accepts the obligations of that position under F.S. 607.0501(3).


Michael R. Tilley
(Registered Agent)

ARTICLE VII

A. The initial Board of Directors shall consist of 2 members. This number may be increased or decreased from time to time in accordance with the Corporation's Bylaws, but shall never be less than one. The name and address of each person who is to serve as a member of the initial Board of Directors is:

Yael Kagan
20423 State Road 7, Suite F-11
Boca Raton, FL 33498

Dov Kagan
20423 State Road 7, Suite F-11
Boca Raton, FL 33498

ARTICLE VIII

No contract or other transaction between the Corporation and any other corporation, and no act of the Corporation shall be affected in any way or invalidated by the fact that

any of the Directors of the Corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other corporation. Any Director individually, or any corporation or other entity of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or such corporation or other entity is so interested shall be disclosed or shall have been made known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon such contract or transaction shall be taken; and any Director of the Corporation who is so interested may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such Director or officer of such other corporation or other entity or not so interested.

ARTICLE IX

A. Shareholder Agreements. The Corporation and its shareholders, or the shareholders among themselves, may enter into agreements restricting the transferability or encumbrance of the stock of the Corporation. Such agreements may confer upon the Corporation or the shareholders, or both, an option of first refusal or mandatory purchase in the event of such transfer or encumbrance. Such agreements may include such restrictions during the lifetime or upon the death or legal incompetence of any shareholder. Nothing in the Articles of Incorporation or the Bylaws shall be construed to authorize a transfer of such stock upon the books of the Corporation in violation of such agreements.

B. Indemnification. The Corporation shall indemnify its Directors, officers, employees and agents to the fullest extent permitted by law.

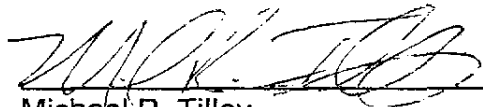
C. Director's Liability. No Director shall be liable to the Corporation for any loss or damage suffered on account of any action taken or omitted in good faith, if such Director exercised the same degree of care that a prudent person would have exercised in the conduct of his own affairs.

ARTICLE X

The name and address of the incorporator is:

Michael R. Tilley, Esquire
2000 Glades Road, Suite 306
Boca Raton, Florida 33431

WITNESS my hand and seal this 18TH day of December, 2002.



Michael R. Tilley

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