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Law offices of Lawrence M. Weisberg, PA
(Requestor's Name)

6877 SW 19th St. Ste #141
(Address)

Boca Raton Fl. 33433
(Address)

(City/State/Zip/Phone #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 8, 2003

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

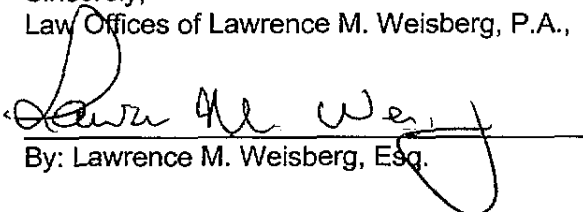
RE: Certificate of Incorporation
BASHAN ENTERPRISES, INC.

Dear Sir/Madam:

I am enclosing an original and one (1) copy of the Articles of Incorporation for Bashan Enterprises, Inc. I am also enclosing this firm's check in the amount of \$78.75. Please file the Articles and return a certified copy of same to the undersigned in the self-addressed, stamped envelope provided.

Thank you.

Sincerely,
Law Offices of Lawrence M. Weisberg, P.A.,



By: Lawrence M. Weisberg, Esq.

LMW/jn
enclosures: as stated above

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ARTICLES OF INCORPORATION
OF
BASHAN ENTERPRISES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby sign this Certificate of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I
(Name)

The name of the corporation shall be: BASHAN ENTERPRISES, INC.

ARTICLE II
(Duration)

The corporation shall have perpetual existence.

ARTICLE III
(Purpose)

In general, to carry on any other business with all powers conferred upon corporations by the laws of the State of Florida.

ARTICLE IV
(Address)

The principal office of this corporation shall be located at: 200 SE 6th Street, Ft. Lauderdale, Florida, 33301.

ARTICLE V
(Capital Stock)

The maximum number of shares of common stock that the corporation is authorized to issue is One Thousand (1,000) shares of One Cent (\$0.01) par value per share common stock.

ARTICLE VI
(Corporate Existence)

The date when the corporation existence shall begin shall be the date of subscription and acknowledgment stated herein if this Certificate of Incorporation or Articles of Incorporation are filed within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereon, and are subsequently approved by the Secretary of State and all filing fees and taxes paid; otherwise, it shall be the date when the Articles of Incorporation are filed in the Office of the Secretary of State and approved.

ARTICLE VII

(Directors)

The name and street address of the first Board of Directors who shall hold office for the first year of the corporation's existence, or, until their successors are elected or appointed and have qualified, is as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
Amnon Bishari	200 SE 6 th Street Ft. Lauderdale, FL 33301
Aviva Bishari	200 SE 6 th Street Ft. Lauderdale, FL 33301
Asaf Bishari	200 SE 6 th Street Ft. Lauderdale, FL 33301

There shall be not less than one (1) director.

ARTICLE VIII

(Incorporator)

The name and street address of each subscriber to this Certificate of Incorporation is as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
Aviva Bishari	200 SE 6 th Street Ft. Lauderdale, FL 33301

ARTICLE IX

(Initial Registered Office and Agent)

The street address of the initial registered office of this corporation and the initial Registered Agent is as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
Lawrence M. Weisberg, Esq.	6877 SW 18 th Street, #141 Boca Raton, FL 33433

ARTICLE X

(Indemnification)

Provided that the person proposed to be indemnified is not shown to have not satisfied the

requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850 (1) and (2) of the Florida Statutes), as may be amended from time to time, this corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against all of the expenses and liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to any action in any other capacity while an officer, director, employee or agent. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE XI
(Powers)

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act

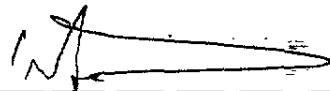
ARTICLE XII
(Amendment)

The 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 shareholder(s) is subject to this reservation.

ARTICLE XIII
(Bylaws)

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal and Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this ____ day of October, 2003.

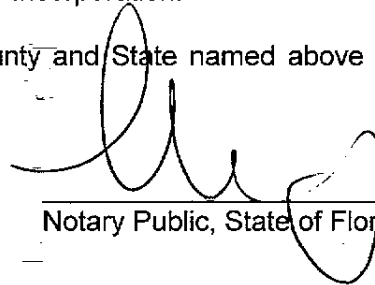


Name: Aviva Bishari
Subscriber
Date:

STATE OF FLORIDA)
S.S.:
COUNTY OF ~~DADE~~)
Palm Beach

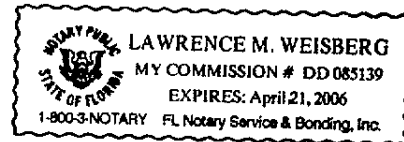
I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County above named to take acknowledgments, personally appeared Aviva Bishari, to me known to be the person described as subscriber or who produced a Florida drivers license as identification in and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and seal in the County and State named above this 6th day of October, 2003.



Notary Public, State of Florida at Large

My Commission Expires:



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

BASHAN ENTERPRISES, INC.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That Bashan Enterprises, Inc. organized under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Ft. Lauderdale, County of Broward, state of Florida, has named Lawrence M. Weisberg, Esq. located at 6877 SW 18th Street, #141, Boca Raton, FL 33433, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated: October 6, 2003

By: 
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA