

PC4000075854

(Requestor's Name)

BERESHEET INTL

NO. 1001 11033
PLANTATION, FL 33308

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

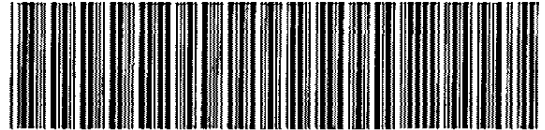
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BERESHEET INTERNATIONAL, INC.**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 – NAME

The name of the Corporation is BERESHEET INTERNATIONAL, INC.

ARTICLE 2 – PURPOSE OF CORPORATION

The Corporation shall engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 – PRINCIPAL OFFICE

The address of the principal office of this Corporation is 2681 South Park Road, Pembroke Park, FL 33009.

ARTICLE 4 – INCORPORATORS

The name and street address of the incorporator of this Corporation is:

SAMUEL N. HOROWICZ
3605 NE 207th Street – Apt. # 4201
Aventura, Fl 33180

ARTICLE 5 – PRESIDENT

The initial President of the Corporation shall be ~~SAMUEL N. HOROWICZ~~. Whose address shall be the same as the principal office of the corporation.

JOSEPH MARTIN
(A)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE 6 – CORPORATE CAPITALIZATION

- 6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is ONE THOUSAND (1,000) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).
- 6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.
- 6.3 The board of directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, of securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
- 6.4 The board of directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time setting of changing of preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 7 – POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporations.

ARTICLE 8 – TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 9 – TITLE

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered in the books of the corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

**ARTICLE 10- REGISTERED OFFICE AND REGISTERED
AGENT**

The initial address of the possible office of this Corporation is 2681 South Park Rd –
Pembroke Park – Florida 33009. The name and address of the registered agent of this
Corporation is SAMUEL N. HOROWICZ , 3605 NE 207th St. – Apt 4201 – Aventura, Fl 33180.

ARTICLE 11 – BYLAWS

The Board of Directors of the Corporation shall have the power, without the assent or
vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation but the
affirmative vote of a number of Directors equal to a majority of the number who would constitute
a full Board of Directors at the time of such action shall be necessary to take any action for the
making, alteration, amendment or repeal of the Bylaws.

ARTICLE 12 – EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the
Secretary of State, State of Florida.

ARTICLE 13 – AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision
contained in these Articles of Incorporations, or in any amendment hereto, or to add any
provision to these Articles of Incorporation, or to any amendment hereto in any manner now or
hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida,
and all rights conferred upon shareholders of these Articles of Incorporation at any amendment
hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and
filed the forgoing Articles of Incorporation under the laws of the State of Florida, this 5th day of
May 2004.



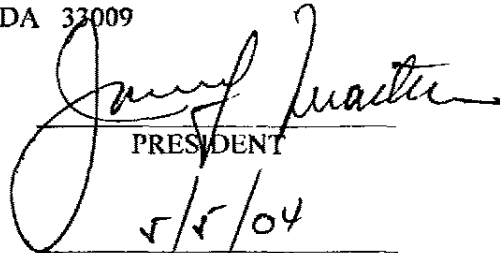
SAMUEL N. HOROWICZ
Incorporator

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statute, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

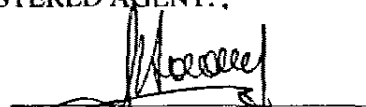
1. The name of the Corporation is:
BERESHEET INTERNATIONAL, INC.
2. The name and address of the registered agent is:
SAMUEL N. HOROWICZ
3605 NE 207th ST - APT. 4201
AVENTURA, FLORIDA 33180
3. All mail for the Corporation and/or its agent is:
2681 SO. PARK ROAD
PEMBROKE PARK, FLORIDA 33009



PRESIDENT
5/5/04

DATE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE ON PROCESS FOR THE ABOVE STATE 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 PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



SIGNATURE
5/5/04

DATE

04 MAY - 7 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED