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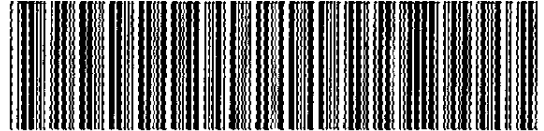
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 JAN 26 PM 3:56

W06-2309

LAW OFFICE OF
JEFFREY L. SAUEY, P.A.
1721 S.E. 16TH AVENUE, SUITE 101
OCALA, FLORIDA 34471

JEFFREY L. SAUEY**
*LL.M. IN TAXATION
*BOARD CERTIFIED TAX LAWYER
*Florida Bar Board of Legal
Specialization and Education*

TELEPHONE
(352) 402-0300
FACSIMILE
(352) 402-0300
E-MAIL
jsauey@saueylaw.com

January 10, 2006

Division of Corporations
Department of State
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

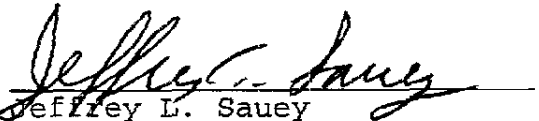
Re: Zeraim North America

Dear Sirs:

Enclosed please find an original and one (1) copy of the Articles of Incorporation of Zeraim North America which need to be filed with the State of Florida. Please return to me a certified copy of the Articles of Incorporation once they are filed. I have enclosed a check in the amount of \$78.75, representing the required fees.

Thank you for your assistance in this matter and should you have any questions, please feel free to contact me.

Sincerely yours,


Jeffrey L. Sauey

JLS:llg
Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 18, 2006

JEFFREY L SAUEY PA
1721 SE 16TH AVE SUITE 101
OCALA, FL 34471

SUBJECT: ZERAIM NORTH AMERICA
Ref. Number: W06000002309

We have received your document for ZERAIM NORTH AMERICA and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight
Document Specialist
New Filing Section

Letter Number: 606A00003427

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ARTICLES OF INCORPORATION OF
ZERAIM NORTH AMERICA, INC.

THE UNDERSIGNED, being competent to contract, does subscribe to these Articles of Incorporation and acts as incorporator for the purpose of forming a corporation for profit under the laws of the State of Florida, and does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be ZERAIM NORTH AMERICA, INC.

ARTICLE II

MAILING ADDRESS

The mailing address of the corporation shall be 3101 S.W. 34th Avenue, #905, PMB 195, Ocala, Florida 34474.

ARTICLE III

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

A. To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safety deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

B. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other states and countries.

C. Contract debt and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

D. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

E. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other State or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

F. To engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock, having a par value of \$0.01 per share.

ARTICLE V

INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall not be less than the sum of FIVE HUNDRED AND NO/100 (\$500.00) DOLLARS.

ARTICLE VI

PREEMPTIVE RIGHT

The corporation shall have the power to create and issue, with or without any connection to the issue and sale of any shares of stock or other securities, rights, warrants or options entitling the holders thereof to purchase from the corporation any shares of its capital stock of any class or classes, upon such terms and conditions and at such times and prices, but not less than par if such shares have par value, as the Board of Directors may provide and which shall be incorporated in an instrument or instruments

evidencing such rights. .In the absence of fraud, the judgment of the Directors as to the consideration of the issuance of such rights, warrants or options and the sufficiency thereof shall be conclusive.

ARTICLE VII

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VIII

DESIGNATION OF REGISTERED AGENT
INITIAL ADDRESS OF REGISTERED OFFICE

The initial Registered Agent is designated as JEFFREY L. SAUEY. The Registered Agent of the corporation may be changed at any time by a vote of the Board of Directors without an amendment of these Articles.

The street address of the initial registered office of this corporation in the State of Florida is 1721 S.E. 16th Avenue, Suite 101, Ocala, Florida 34471. The Board of Directors may from time to time, without amending these Articles, move the principal office to any other address within the State of Florida.

ARTICLE IX

DIRECTORS

This corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished from time to time, by an amendment of the By-Laws when such amendment is adopted by the stockholders, but shall never be less than one (1).

ARTICLE X

INITIAL DIRECTORS

The names and street addresses of the members of the first Board of Directors are:

OHAD ZUCKERMAN, Tel Nof Farm, Gedera 70750 Israel
AMNON ESHET, Tel Nof Farm, Gedera 70750 Israel
ZOHAR HOURI, Tel Nof Farm, Gedera 70750 Israel

The above named Directors shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified.

ARTICLE XI

SUBSCRIBER

The name and street address of the undersigned as subscriber to these Articles of Incorporation is:

OHAD ZUCKERMAN
Tel Nof Farm, Gedera 70750 Israel

The undersigned as subscriber certifies that the stock subscribed for will not be less than the amount of capital with which the corporation shall begin business.

ARTICLE XII

BY-LAWS AND STOCKHOLDERS AGREEMENT

The stockholders, by agreement, or the By-Laws of the corporation may restrict the transfer or encumbrance of any and all of its stock, including but not limited to, provisions for the transfer of the stock owned by retiring, disabled or deceased stockholders, or any stockholder required to sever financial interests in the corporation. Where the By-Laws are amended for the purpose of changing, modifying or otherwise repealing provisions respecting the management of this corporation, then only the stockholders of this corporation shall have the power to so adopt, amend, modify or repeal such By-Laws.

ARTICLE XIII

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that the Articles of Incorporation be amended.

ARTICLE XIV

DATE OF INCEPTION

The date of the corporate existence shall begin when these Articles have been filed with the Department of State, State of Florida, according to the Statutes of the State of Florida.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 18 day of December, 2005.


OHAD ZUCKERMAN

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statute 48.091 and Article VII of these Articles of Incorporation, the undersigned Registered Agent does hereby accept the duties as Registered Agent and designates his location for service of process as:

JEFFREY L. SAUEY
1721 S.E. 16th Avenue, Suite 101
Ocala, Florida 34471

The undersigned shall serve as Registered Agent until otherwise removed or shall resign pursuant to the laws of the State of Florida.


JEFFREY L. SAUEY

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