

MAR. 3 2006 11:15AM

CAPITAL CONNECTION

NO. 5245

P06000032049

Florida Department of State
Division of Corporations
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Account Name : YOUR CAPITAL CONNECTION, INC.
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FLORIDA PROFIT/NON PROFIT CORPORATION

Eretz Holdings, Inc.

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Capital Connection, Inc.

ARTICLES OF INCORPORATION
OF
Eretz Holdings, Inc.

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **Eretz Holdings, Inc.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is **800 Douglas Road, Suite 750, Coral Gables, FL 33134.**

ARTICLE III: CAPITAL STOCK

The total number of shares of stock that this corporation is authorized to have outstanding at any one time is twenty (20) shares having a par value of (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Jay Schechter, 800 Douglas Road, Suite 750, Coral Gables, FL 33134.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Your Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

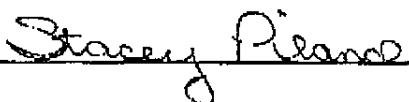
ARTICLE VI: OFFICERS AND DIRECTORS

The name and address of the initial Board of directors is President/ Vice-President/ Secretary: Marc Singer, 800 Douglas Road, Suite 750, Coral Gables, FL 33134.

ARTICLE VII: SPECIAL PROVISIONS

It is the intent of the incorporator and directors that the corporation qualify under Section 1244 of the Internal Revenue Code and that the corporation file as a Sub S Corporation. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

The undersigned has executed these Articles of Incorporation this 3rd day of March 2006.
Your Capital Connection, Inc., by Stacey Piland, Client Representative



CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Eretz Holdings, Inc.

2. The name and street address of the registered agent and office is: _____

Jay Schechter

800 Douglas Road, Suite 750

Coral Gables, FL 33134

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

Jay Schechter
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