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2008 JAN -9 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**FLORIDA PROFIT/NON PROFIT CORPORATION****FANT'S JUDAICA, INC.**

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**ARTICLES OF INCORPORATION
OF**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FANI'S JUDAICA, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation is: FANI'S JUDAICA, INC.

ARTICLE II

The street address of the principal office of the Corporation is: 6378 Avalon Pointe Court, Boca Raton Florida 33496.

ARTICLE III

The maximum number of shares this Corporation is authorized to issue is 1000, all of which shall be Common Shares.

ARTICLE IV

The initial street address of the Corporation's registered office is: 2101 NW Corporate Boulevard, Suite 300, Boca Raton, Florida, 33431. The initial registered agent for the Corporation at that address is: Ian M. Berkowitz.

ARTICLE V

The initial board of directors shall consist of one member. 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 the person who will serve on the initial board of directors is:

Name

Address

Fani Bick

6378 Avalon Pointe Court, Boca Raton,
Florida 33496

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ARTICLE VI

The name and street address of the person signing these articles of incorporation is:

Fani Rick

6378 Avalon Pointe Court, Boca Raton,
Florida 33496

ARTICLE VII

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

The undersigned incorporator has executed these articles of incorporation.



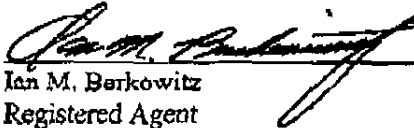
Fani Rick

Incorporator

1/9/08
Date

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for FANT'S JUDACIA, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501.


Ian M. Berkowitz
Registered Agent

1/9/08
Date

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TALLAHASSEE, FLORIDA

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