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DAVID S. GAMSEY

1778 Cassat Avenue
Jacksonville, Florida 32210

Attorney at Law

(904) 387-1100
FAX (904) 388-3213

March 6, 1995

Secretary of State
Division of Corporations
Charter Section
P.O. Box 6327
Tallahassee, Florida 32314

Re: Filing of Corporate Charter for JERUSALEM
ENTERPRISES, INC.

Dear Sir:

Please find enclosed the executed corporate Charter for
JERUSALEM ENTERPRISES, INC.

Also please find a check in the amount of \$122.00 for
the filing fee for the Charter.

When processing is complete, please return any documents
to my office.

Thank you very much.

Yours truly,

David S. Gamsey
David S. Gamsey

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****122.00 ****122.00

DSG/kah
encl: Charter/check

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SECRETARY OF STATE
03/09/95 6 PM 12:14

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YK

ARTICLES OF INCORPORATION
OF
JERUSALEM ENTERPRISES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida, does hereby certify:

ARTICLE I

NAME

The name of the corporation shall be JERUSALEM ENTERPRISES, INC.

FILED
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ARTICLE II

NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United State and the State of Florida.

ARTICLE III

TERMS OF EXISTENCE

This Corporation is to exist perpetually

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ten thousand (10,000) all of which shall be common stock.

ARTICLE V

INITIAL CAPITAL

The amount of capital with which this corporation will begin is not less than \$1,000.00. The Corporation may purchase from time to time, and to the extent permitted by the laws of the State of Florida, shares of any class of stock issued by it. Such purchases may be made either in the open market or at private or public sale, and in such manner and amount, from such holder or holders of outstanding shares of the corporation and at such prices as the Board of Directors of the Corporation shall from time to time determine, and the Board of Directors is hereby empowered to authorize such purchases from time to time without any vote of the holders of any class of shares now or hereafter authorized and outstanding at the time of any such purchase.

ARTICLE V

ADDRESS

The street address of the initial registered office of the corporation shall be 1722 N. 3rd St., Jacksonville, Florida 32250, and the name of the initial Registered Agent for the corporation at that address is Zahava Zrihen.

ARTICLE VI

SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be

necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VII

LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII

SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby

relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of two directors. The initial Board of Directors shall consist of:

NAME	RESIDENCE AND POST OFFICE ADDRESS	OFFICE
Zahava Zrihen	12416 Julie Coolie Court Jacksonvillve, Florida 32225	President, Treasurer, & Director
Yosi Attias	1529 Bentin Drive South Jacksonville , Florida 32250	Vice President, Secretary, & Director

ARTICLE IX

SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation is Zahava Zrihen, 12416 Julie Coolie Court Jacksonville, Florida 32225.

ARTICLE X

AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the share-

holders, at a stockholders meeting, by a majority of the stock
entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned has hereunto set his
hand and seal on this 3-3-95 day of March, 1995.

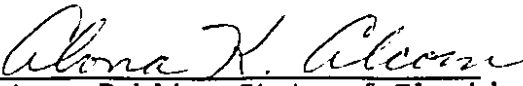
Incorporator:

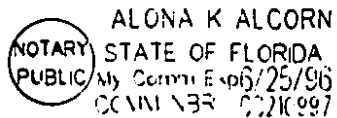
Zahava Erihen
Zahava Erihen

STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day, before me, a notary public authorized in the State and County named above, to take acknowledgements, personally appeared Zahava Zrihen, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who has produced his Florida driver's license as proof of identification, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and seal in the County and State named above this 3rd day of March, 1995.


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.

In pursuance of Chapter 48.091, Florida Statutes, the following
is submitted, in compliance with said ACT:

First-that JERUSALEM ENTERPRISES, INC., desiring to organize
under the laws of the State of Florida, with its principal office
as indicated in the Articles of Incorporation, at 1722 N. 3rd Street,
Jacksonville, Florida 32250, has named Zahava Zrihen, as its agent to
accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process of the above-
stated Corporation, at 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.

Zahava ZRIHEN
Zahava Zrihen

FILED
JAN 9 1974
CLERK OF STATE
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