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WALDO & ETHERINGTON

ATTORNEYS AT LAW
THORNEBROOK I, SUITE ONE
2727 NW 43RD STREET
GAINESVILLE, FLORIDA 32606

(904) 377-1302
FAX(904) 377-1169

David B. Etherington, P.A.

Myrtice, R. Waldo, P.A.

REAL PROPERTY LAW
INTERNATIONAL LAW
CORPORATE/BUSINESS LAW

FILED
95 JUN 28 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/23/95

Division of Corporations
P.O. Box 6329
Tallahassee, FL 32314

Dear Sir:

Enclosed are two copies of the Articles of Incorporation, one for filing and one to be stamped with the filing date and returned to this office. Enclosed is a check for \$70.00 for the filing fees and the Registered Agent Designation.

Please address all correspondence to the above named office.

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-06/28/95--01060--019
*****70.00 *****70.00

Sincerely,



David B. Etherington
For the Firm.

Enclosures

P950
10-29

**ARTICLES OF INCORPORATION
OF
ISRAEL ONLINE - USA, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The Name of the Corporation shall be corpname ISRAEL ONLINE - USA, INC. The name of the Corporation may be amended from time to time as provided for in the By-Laws of the Corporation.

ARTICLE II. DURATION

The duration of the Corporation shall be perpetual, unless sooner dissolved as provided for in the By-Laws of the Corporation. Corporate existence shall commence upon the filing of these Articles of Incorporation by the Department of State, State of Florida.

ARTICLE III. PURPOSE

The general purposes for which this Corporation is initially authorized shall include: the transaction of any or all lawful business for which a corporation may be incorporated under Florida Statutes, Chapter 607.

ARTICLE IV. SHARES

All initially issued shares of stock of the Corporation shall be common voting stock. The aggregate number of share of stock which the Corporation shall have the authority to issue shall be 1000 shares each having a par value of \$.01.

ARTICLE V. PRE-EMPTIVE RIGHTS

The shareholders of the Corporation shall have pre-emptive rights in purchasing additional shares of stock of the Corporation.

ARTICLE VI. INITIAL REGISTERED OFFICE/PRINCIPLE PLACE OF BUSINESS

The street address of the initial registered office and principle place of business of the Corporation shall be 1020 NW 23rd Avenue, Suite E, Gainesville, Florida 32609

The initial Resident Agent of the Corporation shall be:

Alon Friedman

with street address of:

1020 NW 23rd Avenue, Suite E, Gainesville, Florida 32609

ARTICLE VII. BOARD OF DIRECTORS

The Board of Directors of the Corporation shall at all times contain not less than one (1) and not more than five (5) members. The current members of the Board of Directors are:

- (1) Shlomo Ron
- (2) Odelia Schwartz
- (3) Alon Friedman

ARTICLE VIII. POWERS OF THE BOARD OF DIRECTORS

In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

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To make or alter the by-laws of the corporation.

To fix the amount to be reserved as working capital over and above its capital stock paid in.

To authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

From time to time to determine whether and to what extent, and at what time and places, and under what consideration and regulations, the accounts and books of this corporation (other than stock books), or any of them, shall be open to inspection by the stockholders; and no stockholder shall have any right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or directors.

Pursuant to the affirmative vote of the stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, given at a stockholders' meeting duly called for that purpose or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, the Board of Directors shall have the power and authority at any meeting to sell, lease or exchange all of the property and assets of the corporation, including its goodwill and its corporate franchise, or any property or assets essential to the business of the corporation, upon such terms and conditions as its Board of Directors deem expedient and for the best interest of the corporation.

This corporation may in its by-laws confer powers upon its directors in addition to the foregoing and in addition to the powers and authorities expressly conveyed upon them by statute.

ARTICLE IX. AMENDMENTS

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These Articles of Incorporation may be amended in the manner provided by law. 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 stock entitled to vote thereon, unless all the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X. INCORPORATORS

The Incorporator of this Corporation is:

Shlomo Ron
with street address of:
1020 NW 23rd Avenue, Suite E, Gainesville, Florida 32609

ARTICLE XI. OFFICERS

The original officers of this Corporation are:

President	Shlomo Ron
Vice President	Alon Friedman
Secretary	Shlomo Ron
Treasurer	Odelia Schwartz

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, dated this 26 day of June, 1995.



Shlomo Ron, Incorporator

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 26 day of June, 1995, by **Shlomo Ron** who has produced a drivers license as identification and did take an oath.



Notary Public



OFFICIAL SEAL
DAVID B. ETHERINGTON
My Commission Expires
Nov. 5, 1996
Comm. No. CC 240724

FILED
95 JUN 28 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE FOR 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 48.901, Florida Statutes, the following is submitted in compliance with said act:

That **ISRAEL ONLINE - USA, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Gainesville, County of Alachua, State of Florida, has named **Alon Friedman**, 1020 NW 23rd Avenue, Suite E, Gainesville, Florida, 32609 as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the 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.

Alon Friedman
Alon Friedman, Resident Agent

State of Florida
County of Alachua

The foregoing instrument was acknowledged before me this 26 day of June, 1995, by **Alon Friedman**, who has produced a Driver's license as identification and did take an oath.



OFFICIAL SEAL
DAVID B. ETHERINGTON
My Commission Expires
Nov. 5, 1996
Comm. No. CC 240724

[Signature]
Notary Public