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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-10/22/96--01045--007
****122.50 ****122.50

SUBJECT: Ishmael Baal-Shem, Inc.
(Proposed corporate name)

Enclosed is an original and one copy of the Articles of
Incorporation and a check made payable to The Department of State
for \$ 122.50.

FROM: Ishmael Baal-Shem
3709 43rd Avenue West
Bradenton, FL 34205
(941) 758-8617

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DIVISION OF STATE
CORPORATIONS

af 10/23/96

ARTICLES OF INCORPORATION
OF
ISHMAEL BAAL-SHEM, INC.

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

ARTICLE I - NAME

The name of the corporation shall be:

Ishmael Baal-Shem, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

3709 43rd Avenue West, Bradenton, Florida 34205

The mailing address of this corporation shall be:

3709 43rd Avenue West, Bradenton, Florida 34205

ARTICLE III - SHARES

This corporation shall issue one-thousand (1,000) shares of stock on the original date of incorporation. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is five-hundred (500).

ARTICLE IV - REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent of this corporation is:

Ishmael Baal-Shem
3709 43rd Avenue West
Bradenton, Florida 34205

ARTICLE V - INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

Ishmael Baal-Shem
3709 43rd Avenue West
Bradenton, Florida 34205

ARTICLE VI - FISCAL YEAR

The fiscal year of this corporation shall be:

January 1 through December 31

The initial fiscal year of this corporation shall be:

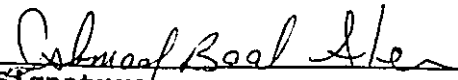
November 1, 1996 through December 31, 1996

ARTICLE VII - PURPOSE

The purpose of this corporation is to provide products and services to consumers throughout the United States of America.

The addition of services and products provided by the corporation shall be decided by a majority vote of the stockholders at the time of such determination.

The undersigned incorporator has executed these Articles of Incorporation this 18th day of October, 1996.


Signature

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED 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: Ishmael Baal-Shem, Inc.
2. The name and address of the registered agent and office is:

Ishmael Baal-Shem

3709 43rd Avenue West

Bradenton, Florida 34205

Having 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.

Ishmael Baal Shem
Signature

12/19/96
Date