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NEW FILINGS	AMENDMENTS			
Profit	Amendment			
NonProfit	Resignation of R.A., O	ficer/ Director		
Limited Liability	Change of Registered A	agent		
Domestication	Dissolution/Withdrawa	1		
Other	Merger		SEC	97
OTHER FILINGS Annual Report	REGISTRATI QUALIFICAT Foreign		.; .;	OCT 24 79
Fictitious Name	Limited Partnership			Ω Ņ

Examiner's Initials

Reinstatement Trademark Other

CR2E031(195)

Name Reservation

ARTICLES OF INCORPORATION OF Yehuda Ofir, Inc.,

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

ARTICLE I. NAME

The name of the corporation shall be: Yehuda Ofir, Inc.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities of business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred(100) shares of common stock having a par value of ONE (\$1.00) per share.

The capital stock may be paid in money, property,
labor, or services, at a just valuation to be fixed by
the incorporators or by the directors at a meeting
called for such purpose.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. INITIAL PRINCIPAL OFFICE

The initial office address of this corporation in the State of Florida is:

234 N.W. 36th ST. Miami, FL 33127

The mailing address in the State of Florida is:

233 N.W. 36th ST. Miami, Fl 33127

ARTICLE VI. DIRECTORS

This corporation shall have ONE director(s) initially. The number of directors may be increased, but not by more than THREE(3).

The corporation shall indemnify and hold harmless each person who shall serve at any time thereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become a director or officer, of the corporation, or by reason of any action alleged to have heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or claims of liability provided that no person shall be indemnified against, or be reimbursed for any expenses incurred in connection with any claim or liability as to which it shall be adjusted that such director or officer is liable for negligence or willful misconduct in the performance of his duties.

ARTHORE VIDE INTUITATE DIRECTORS A OFFICERS

The name and address of the members of the first Board of Directors and Officers are:

NAME

ADDRESS

Yosef Elul President

3735 Picadilly St. Hollywood, Florida

ARTICLE VIII. AMENDED

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 Stockholder's Meeting by a majority of the stock entitled to vote thereon.

ARTICLE IX INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is Allan Doyle, 175
Fontainebleau Blvd. Ste. 1-B. Miami, Fl. 33172

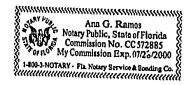
Incomplete: Allan Doyle

IN WITNESS WHEREOF, the undersigned has hereunto set his(her) hand and seal this 22th Day of October 1997.

BEFORE ME, the undersigned authority, personally appeared Allan Doyle, who executed the foregoing Articles of Incorporation this 22th day of October 1997.

NOTARY PUBLIC, State of Florida at large.

My commision expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act. First that Yehuda Ofir, Inc., deciding to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Miami, County of Dade, State of Florida has named Hannia Iriarte located at 175 Fontainebleau Blvd., Miami, State of Florida, as its agent to accept services of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply within the provision of said Act relative to keeping open said office.

By: Krywin Lines.
Hannia Triarte

Date: 10-22-97