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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: LOW CARB WORLD, INC.

AUDIT NUMBER.....H97000018265

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES.....4

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
LOW CARB WORLD, INC.

ARTICLE I - NAME

The name of this corporation is **LOW CARB WORLD, INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: **359 POINCIANA ISLAND DRIVE #1112, N MIAMI BEACH FLORIDA 33160.**

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue **100** shares of **\$1.00** par value common stock which shall be designated "Common Shares".

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is **359 POINCIANA ISLAND DRIVE #1112, N MIAMI BEACH FLORIDA 33160** and the name of the initial registered agent of this corporation at that address is **HADAS KEYNAN.**

Prepared by:

Kim Marks CPA PA
11900 Biscayne Blvd #290
North Miami FL 33181
(305) 895-5815

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ARTICLE VII - INCORPORATORS

The name and address of each person signing these Articles is:

NAME

ADDRESS

HADAS KEYNAN

359 POINCIANA ISLAND DRIVE #1112
NORTH MIAMI BEACH FL 33160

RAN COHEN

359 POINCIANA ISLAND DRIVE #1112
NORTH MIAMI BEACH FL 33160

ARTICLE VIII - Officers

The name and title of each officers is:

HADAS KEYNAN

President

RAN COHEN

Vice President

HADAS KEYNAN

Secretary

RAN COHEN

Treasurer

ARTICLE VIII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this October 31, 1997.

X Hadas Keynan X Ran Cohen
Signature/Title Signature
HADAS KEYNAN RAN COHEN

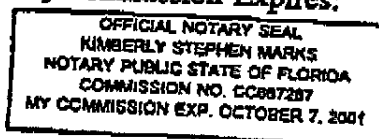
STATE OF FLORIDA
COUNTY OF DADE

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared HADAS KEYNAN, RAN COHEN known to be and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this October 31, 1997.

Kimberly Stephen Marks
Notary Public, State of Florida at Large

My commission Expires:



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT LOW CARB WORLD, INC.
(Name of Corporation)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF NORTH MIAMI BEACH, STATE OF FLORIDA, HAS NAMED HADAS KEYNAN, LOCATED AT 359 POINCIANA ISLAND DRIVE #1112, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

X SIGNATURE Hadas Keynan
(Corporate Officer) HADAS KEYNAN
TITLE president
DATE 10/21/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.

X SIGNATURE Hadas Keynan
(Resident Agent) HADAS KEYNAN
DATE 10/21/97

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