3000031223 THE UNITED STATES

ACCOUNT NO. : 07210000032

REFERENCE :

768983

ORDER DATE : April 3, 1998

ORDER TIME : 3:19 PM

CORPORATION

ORDER NO. : 768983-005

CUSTOMER NO: 10295A

CUSTOMER: Itzhak Bachar, Esq ITZHAK BACHAR, P.A.

1 Nationwide Bank Building 633 N.e. 167th St., Ste. 1112 North Miami Bea, FL 33162

DOMESTIC FILING

NAME: E.R. VENTURES, INC. 800002479038--0

EFFECTIVE DATE:

XX __ ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

___ CERTIFIED COPY

PLAIN STAMPED COPY

____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

ARTICLES OF INCORPORATION

DIVISION OF CORPORATIONS

98 APR -3 AM 8: 57

OF

E. R. VENTURES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be:

E. R. VENTURES, INC.

The address of the principal office of this Corporation shall be: 1817 S.W. 31st Avenue, Pembroke Park, FL 33009, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This Corporation may engage or transact in any or all lawful activities or 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 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the Corporation shall be 1817 S.W. 31st Avenue, Pembroke Park, Florida 33009, and the name of the initial registered agent of the Corporation at that address is **EITAN SHMUELL.**

ARTICLE V. TERMS OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This Corporation shall have two [2] directors. The name and street address of the initial directors who shall hold office for the first year of the Corporation, or until his successor is elected or appointed are:

RINA ABRAMOVITZ
Director/President

1817 S.W. 31st Avenue Pembroke Park, FL 33009

EITAN SHMUELI Director/Secretary 1817 S.W. 31st Avenue Pembroke Park,FL 33009

ARTICLE VII. PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights.

ARTICLE VIII. SPECIAL PROVISION

It is the intent of the Incorporator that the Corporation will qualify under Section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S corporation.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

EITAN SHMUELI Director/Secretary 1817 S.W. 31st Avenue Pembroke Park, FL 33009

IN WITNESS WHEREOF, the undersigned subscribing incorporator, have hereunto set her hand and seal on this 31 day of M HECH, 1998.

EITAN SHMUELI, Incorporator

ACKNOWLEDGMENT OF REGISTERED AGENT

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 with the provision of said Act relative to keeping open said office.

Date: 3/31/98

EITAN SHMUELI

STATE OF FLORIDA

)SS

COUNTY OF DADE

)

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared **EITAN SHMUELI** and upon producing Florida Driver's License No: SSY0-200-67-250-0, to me known to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument voluntarily, of his own free will, for the purposes therein expressed.

WITNESS my hand and official seal this 3

day of March, 1998

Notary Public, state of Florida

My commission expires on:

MARY M. GRAY My Comm Exp. 3/23/2001 Bonded By Service Ins No. CC614795

[] Personally Known [] Other I.D.

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