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Josh Freedman CPA

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JANUARY 30, 1999

FLORIDA DEPT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL. 32314

DEAR SIRs:

ENCLOSED FIND OUR CHECK FOR \$122.50 TO COVER THE COST OF INCORPORATING THE
FOLLOWING CORPORATION:

→ The Jewish Gallery, Inc.
(Translation)

LA GALLERIA JUDAICA, INC
7050 W. PALMETTO PARK RD., #46
BOCA RATON, FL. 33433


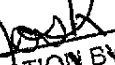

YOUR COOPERATION WILL BE APPRECIATED.

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****122.50 *****78.75

YOURS TRULY,


JOSH FREEDMAN CPA

FILED
99 FEB - 1 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


GAVE
AUTHORIZATION BY PHONE TO
CORRECT: 
DATE 2/3/99
DOC. EXAM 

Per Josh, One prints per name,
in front of

TA - 2/3/99

FILED

99FEB-1 AM10:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
LA GALLERIA JUDAICA, INC.

ARTICLE I

The name of this corporation shall be:

LA GALLERIA JUDAICA, INC.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of capital stock which the corporation is authorized to have outstanding at any time is 500 shares of common stock, \$1.00 par value.

ARTICLE IV

The corporation shall have perpetual existence.

ARTICLE V

The initial registered office of this corporation shall be 7050 W. PALMETTO PARK RD., #46, BOCA RATON, FL. 33433.

The initial registered agent of this corporation at such office shall be ORA L. NISSIM who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI

The initial Board of Directors shall consist of ONE member. The number of Directors may be increased or decreased from time to time by vote of the stock holders, but in no case shall the number of Directors be less than one(1) nor more than four(4). The names and addresses of the Directors constituting the initial Board of Directors are:

ORA L. NISSIM
7050 W. PALMETTO PARK RD., #46
BOCA RATON, FL. 33433

ARTICLE VII


The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

ORA L. NISSIM
7050 W. PALMETTO PARK RD., #46
BOCA RATON, FL. 33433

ARTICLE VIII

The principal office and mailing address of this corporation is located at 7050 W. PALMETTO PARK RD., #46, BOCA RATON, FL. 33433. The principal office address, the registered office address and mailing address are all the same.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts therein stated are true. Accordingly, she has set her hand and seal this 28th day of January 1999.

ORA NISSIM  (SEAL)

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY, that on the day and year first above written, before me, an officer duly authorized in the County and State aforesaid to take acknowledgments, personally appeared ORA L. NISSIM known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 28th day of January, 1999.



Notary Public
My commission expires:



SHIRLEY J VINGUT
My Commission CC443980
Expires Mar. 07, 1999
Bonded by ANB
800-852-5878

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DESIGNATION OF REGISTERED AGENT
AND
ACCEPTANCE OF DESIGNATION

In compliance with Section 607.034, Florida Statutes,
the following is submitted:

That LA GALLERIA JUDAICA, INC.
desiring to organize or qualify under the laws of the State
of Florida, with its registered office at 7050 W. PALMETTO.,
PARK RD., #46, BOCA RATON, FL 33433 Has named ORA L. NISSIM
located at 7050 W. PALMETTO PARK RD., #46, BOCA RATON, FL.
33433 as its agent to accept service within Florida.

ORA NISSIM

Title: President

Date: 1/28/99

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 and complete performance of my duties.

1/28/99

Registered Agent

Date: 1/28/99