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Law Offices

Sakowitz & Sakowitz

CHARTERED

Theodore J. Sakowitz
Alan B. Sakowitz

March 3, 1999

Secretary of State
Division of Corporations
Tallahassee, FL 32302

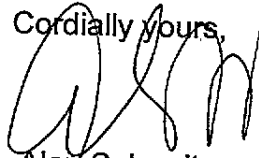
RE: NanoPowders Industries, Inc.

To Whom It May Concern:

Enclosed are the Articles of Incorporation on the above referenced corporation together with a check for \$70.00.

Please forward us back proof of Incorporation.

Cordially yours,



Alan Sakowitz
for the firm

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
Of
NanoPowders Industries, Inc.**

The undersigned subscriber to these articles of incorporation, being a natural person and competent to contract, hereby forms a Corporation for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of this Corporation is **NanoPowders Industries, Inc.**

ARTICLE II. PURPOSE

This Corporation is organized for the purpose of engaging in all lawful businesses permitted to a Corporation organized under the Florida general Corporation law, as in effect from time to time.

ARTICLE III. CAPITAL STOCK AUTHORIZED

a. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be 7500 shares of common stock at one dollar (\$1.00) per share par value.

b. The consideration to be paid for each share shall be payable in lawful money, property, labor or services.

ARTICLE IV. DURATION

The Corporation shall have perpetual existence.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the principal place of business of this Corporation is: 1111 Kane Concourse, Suite 400, Bay Harbor Islands, Florida 33154 and the name of the initial registered agent of this Corporation at that address is ALAN SAKOWITZ.

ARTICLE VI. INCORPORATOR

The name and address of the person signing these articles is:

**Alan Sakowitz
Sakowitz & Sakowitz, Chartered
111 Kane Concourse, Suite 401
Bay Harbor Islands, Florida 33154**

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of members of the initial board of directors shall be Two. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The names and addresses of the initial Directors of this Corporation are:

**Abraham Greenboim
1111 Kane Concourse, Suite 400
Bay Harbor Islands, FL 33154**

**Nir Belzer
23 Ha'taas Street
Kefar Saba, Israel 44425**

ARTICLE VIII. INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

ARTICLE IX. INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE X. INDEMNIFICATION

The Corporation shall indemnify each officer, director, former officer and former director, against all expenses reasonably incurred by them in connection with or arising out of any action, suit or proceeding which they may be involved, by reason of them being or having been a director or officer of the Corporation, to the fullest extent permitted by law.

ARTICLE XI. BYLAW AGREEMENT

The power to adopt, alter, amend or repeal the Bylaws of this Corporation shall be vested in the Board of Directors, and Stockholders provided that such amendment be in compliance with the laws of Florida.

ARTICLE XII. PREEMPTIVE RIGHTS

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of the common stock of this Corporation which may be issued from time to time for money, property or past services in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.

ARTICLE XIII. ACCEPTANCE OF REGISTERED AGENT

The above named registered agent agrees to act in said capacity and to comply with the provisions of all statutes relative to the performance as a registered agent.

IN WITNESS WHEREOF, The undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 5th day of March, 1999



ALAN SAKOWITZ, Incorporator



ALAN SAKOWITZ, Registered Agent

STATE OF FLORIDA }
 }
COUNTY OF MIAMI-DADE } SS

I HEREBY CERTIFY that before me, the undersigned authority, personally appeared **Alan Sakowitz** to me personally known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that said person subscribed to those Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal in the county and state last aforesaid this 5th day of March, 1999



OLGA M. REYES
COMMISSION # CC 518056
EXPIRES DEC 14, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.



NOTARY PUBLIC
State of Florida at Large

My commission expires: