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THE LAW OFFICES OF
MARK R. WEINER, P.A.

IMMIGRATION AND NATIONALITY LAW

CLEARWATER • TAMPA

WORLDWIDE OFFICES:

CARACAS, VENEZUELA • CURITIBA, BRAZIL • MONTREAL, CANADA

MARK R. WEINER*
OF COUNSEL-

WALTER MACEDO, BRAZILIAN BAR
SAM KULIK, CANADIAN BAR

REPLY TO: 1411 NORTH WESTSHORE BLVD, SUITE 110
TAMPA, FLORIDA 33607
(813) 286-2300 • TELECOPIER (813) 286-1900

628 CLEVELAND STREET, SUITE 302
CLEARWATER, FLORIDA 34615
(727) 441-3014 • TELECOPIER (727) 442-0292

April 9, 1999

EXPRESS MAIL

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

900002836049--4
04/12/99--01091--003
****122.50 *****78.75

RE: ORPAZ, Inc.

Dear Sir/ Madam:

Enclosed is an original and a copy of the Articles of Incorporation of **ORPAZ, Inc.**, as well as a firm check in the amount of One Hundred Twenty Two Dollars and Fifty cents (\$122.50).

Please return the certified copy of the Articles of Incorporation to this office at the above address.

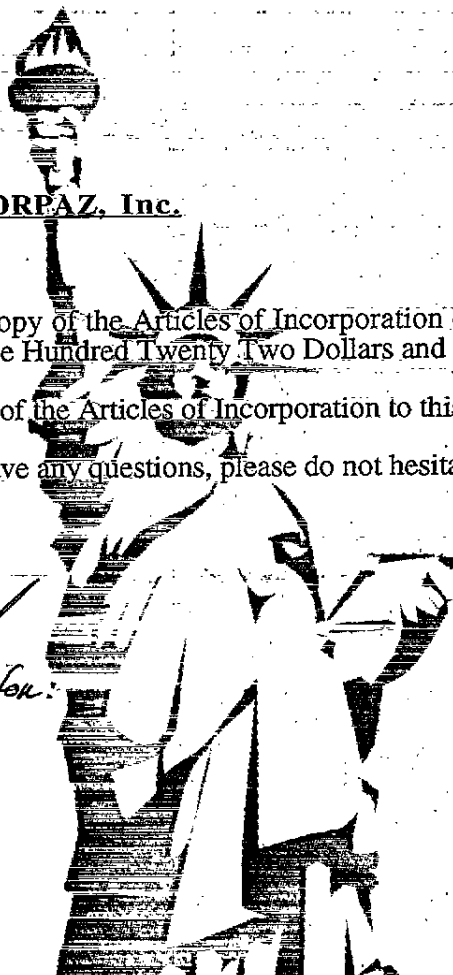
In the meantime, should you have any questions, please do not hesitate to contact this office.

Sincerely yours,

The Law Offices of
MARK R. WEINER, P.A.

Handwritten signature of Mark R. Weiner
MARK R. WEINER
Immigration Attorney

MRW/sp



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 12 AM 9:11



*FLORIDA BAR BOARD CERTIFIED AS A SPECIALIST IN IMMIGRATION AND NATIONALITY LAW
WWW.FORAVISUSA.COM

H. Purinton APR 14 1999



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 APR 12 AM 9:11

**ARTICLES OF INCORPORATION
OF
ORPAZ, INC.**

The undersigned, desiring to form a corporation for profit pursuant to the laws of the State of Florida, does hereby certify as follows:

ARTICLE ONE

The name of this corporation shall be:

ORPAZ, INC.

ARTICLE TWO

The general nature of the business to be transacted by the corporation and the purpose for which it is formed are to be as follows:

(a) **INTERNATIONAL REAL ESTATE INVESTMENTS** in the State of Florida pursuant to the laws of Florida and the U.S.A.

(b) To do any activity as a corporation organized under Chapter 607 of the Florida Statutes may now or hereafter lawfully do, to do, and for the accomplishment of any of the purposes or the attaining of any of the objects enumerated in these Articles of Incorporation, or any of the amendments hereof, either as principal or agent, and either alone or in connection with other firms, corporations or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more objects herein enumerated, or designed directly or indirectly to promote the interest of this corporation or to enhance in and carry on any and every lawful activity in any manner whatsoever not prohibited by law, whether or not the same be necessary or incident to the attainment of the objects of this corporation, or whether or not such activity is similar in nature to the objects set forth in these Articles of Incorporation or any and all powers, rights, and privileges which a corporation may now or hereafter be organized, authorized, or empowered to do or exercise under Chapter 607 of the Florida Statutes, or under any act amendatory thereto, supplemental thereto, or substituted therefor.



The foregoing paragraph shall be construed as enumerating the purposes, objects, and powers of this corporation and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressed and declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE THREE

The term for which this corporation shall exist shall be perpetual.

ARTICLE FOUR

The maximum amount of capital stock that the corporation is authorized to have outstanding shall be 1000 shares at a par value of \$.50 per share, each share of which shall entitle the owner thereof to one vote at any meeting of the stockholders. The whole or any part of the capital stock of this corporation shall be payable as lawful money of the United States of America, or property, at a just valuation to be fixed by the stockholders.

ARTICLE FIVE

The beginning capital of this corporation shall be \$500.00.

ARTICLE SIX

The corporation shall not have directors.

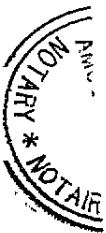
ARTICLE SEVEN

The street address in the State of Florida of the principal office of the corporation is:

1107 Palm Boulevard
Dunedin, Florida 34698

ARTICLE EIGHT

The business of the corporation shall be managed by its officers, who shall be elected annually by the stockholders of the corporation. The initial officers of the





corporation shall be as follows:

POTARY PRESIDENT:

Amnon Orpaz
1107 Palm Boulevard
Dunedin, Florida 34698

VICE-PRESIDENT:

Anat Orpaz
1107 Palm Boulevard
Dunedin, Florida 34698

SECRETARY:

Anat Orpaz
1107 Palm Boulevard
Dunedin, Florida 34698

TREASURER:

Amnon Orpaz
1107 Palm Boulevard
Dunedin, Florida 34698

ARTICLE NINE

The name and address of the person signing these Articles of Incorporation as subscriber is as follows:

Amnon Orpaz
1107 Palm Boulevard
Dunedin, Florida 34698

ARTICLE TEN

The registered agent and registered office of this corporation shall be:

Amnon Orpaz
1107 Palm Boulevard
Dunedin, Florida 34698



ARTICLE ELEVEN

The sale of common stock of the corporation shall be restricted except by mutual agreement of all stockholders.

ARTICLE TWELVE

In the event of issuance or sale of corporate shares, the existing stockholders shall have preemptive rights thereto.

IN WITNESS WHEREOF, the undersigned has made, subscribed, and acknowledged these Articles of Incorporation this 29 day of MARCH, 1999.

Amnon Orpaz
1107 Palm Boulevard
Dunedin, Florida 34698

STATE OF ISRAEL

I HEREBY CERTIFY that on this day before me, a Notary Public authorized in the State and County aforesaid to take acknowledgments, personally appeared AMNON ORPAZ, to me well known to be the person described in and who executed the foregoing Articles of Incorporation as subscriber and resident agent respectively, and he acknowledged before me that he signed the same and uses and purposes therein set forth.

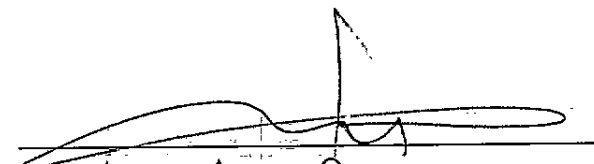
WITNESS my hand and official seal this 29 day of MARCH 1999.

A. ORPAZ
NOTARY PUBLIC
MY COMMISSION EXPIRES:

INDEFINITELY

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT I, Amnon Orpaz, hereby accept designation as Resident Agent on this 29 day of MARCH, 1999.




Amnon Orpaz

1107 Palm Boulevard
Dunedin, Florida 34698

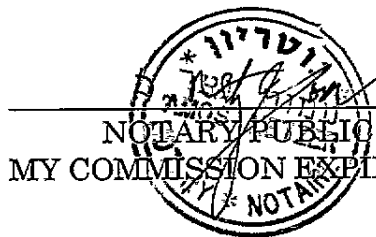
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 APR 12 AM 9:11

STATE OF ISRAEL

I HEREBY CERTIFY that on this day before me, a Notary Public authorized in the State of Israel aforesaid to take acknowledgments, personally appeared AMNON ORPAZ, to me well known to be the person described in and who executed the foregoing Articles of Incorporation as subscriber and resident agent respectively, and he acknowledged before me that he signed the same and uses and purposes therein set forth.

WITNESS my hand and official seal this 29 day of MARCH 1999.



NOTARY PUBLIC
MY COMMISSION EXPIRES: INDEFINITELY





AMOS NETZER, NOTARY

TEL-AVIV, 24 DUBNOV ST.

64957 ZIP CODE ISRAEL.

TEL: 03-6969497 FAX: 6957860

עמוס נצור, נוטריון

רחוב דובנוב 24, ת"א 64957

טל': 03-6969497 פקס': 03-6957860

מס' 824 NO

AUTHENTICATION OF
SIGNATURE

אימות חתימה

I the undersigned AMOS NETZER
Notary at TEL-AVIV, 24 DUBNOV ST. ISRAEL
hereby certify that on 29/3/1999
there appeared before me at my office:
I. Mr. AMNON ORPAZ
known to me personally/whose identity was proved
to me by identity booklet no. 008465569
issued by ministry of interior at TEL-AVIV on 23/1/1989

אני הח"מ עמוס נצור
נוטריון מרחוב דובנוב 24, ת"א
מאשר כי ביום 29/3/1999 ניצב לפני במשרדי
(1) מר אמנון אורפז ת.ז. 008465569
שניתנה במשרד הפנים בת"א-צפון ביום 23.1.1989

וחתם כרצונו החופשי על המסמך המצורף והמסומן
באות/מספר "A"
ולראיה הנני מאמת את חתימתם של:

and signed of his own free will the annexed document
marked "A" document overleaf.
IN WITNESS WHEREOF I HEREBY AUTHENTICATE SIGNATURES OF
AMNON ORPAZ

מר אמנון אורפז ת.ז. 008465569
מרחוב ויזל 22, ת"א
בחתימת ידי ובחותמי, היום 29.3.1999

שכר בסך - 122 ש"ח + מע"מ שולם על המקור.

by my own signature and seal this 29/3/1999

N.I.S. 122.- + V.A.T. fees paid

