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BASIC AMENDMENT

JEWISH FEDERATION OF SOUTH PALM BEACH COUNTY, INC.

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DIVISION OF CORPORATIONS

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 22, 2002

JEWISH FEDERATION OF SOUTH PALM BEACH COUNTY, INC.
9901 DONNA KLEIN BLVD
BOCA RATON, FL 33428-8788US

SUBJECT: JEWISH FEDERATION OF SOUTH PALM BEACH COUNTY, INC.
REF: 749610

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If there are NO MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson
Corporate Specialist

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF RESTATEMENT
OF
JEWISH FEDERATION OF SOUTH PALM BEACH COUNTY, INC.

a Florida Not For Profit Corporation

Pursuant to the provisions of Section 617.1007, Florida Statutes, the Jewish Federation of South Palm Beach County, Inc. (the "Corporation") hereby restates its articles of incorporation as follows:

- FIRST: The name of the Corporation is Jewish Federation of South Palm Beach County, Inc.
- SECOND: The street address of the principal office of the Corporation is 9901 Donna Klein Boulevard, Boca Raton, FL 33428-8788.
- THIRD: The Corporation is formed exclusively for charitable, religious and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future tax code (the "Code").
- FOURTH: The Corporation is not formed for pecuniary profit or for financial gain, and no part of its assets, income or profits shall be distributed to or inure to the benefit of any member, director or officer of the Corporation or any other private individual, firm or corporation, except that reasonable compensation may be paid for services rendered to or for the Corporation in furtherance of one or more of its purposes.
- FIFTH: No substantial part of the activities of the Corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation (except to the extent authorized by Section 501(h) of the Code during any fiscal year or years in which the Corporation chooses to utilize the benefits authorized by that statutory provision), and the Corporation shall not participate or intervene in (including any publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- SIXTH: In the event of a liquidation, dissolution, termination, or winding up of the Corporation (whether voluntary, involuntary, or by operation of law), the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, subject to the authority of a court having jurisdiction over the Corporation, transfer all of the property and assets of the Corporation to one or more corporations or other organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes, as shall at the time qualify as exempt from income tax under Section 501(a) of the Code by reason of being organizations described in Section 501(c)(3) of the Code, or to one or more corporations or other organizations, contributions to which are deductible under Section 170(c)(1) of the Code, as the Board of Directors shall determine. Any of

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such assets not so distributed shall be disposed of for such purposes as approved by a court having jurisdiction over the Corporation.

SEVENTH: The Board of Directors of the Corporation shall be elected in the manner specified in the bylaws of the Corporation.

EIGHTH: The street address of the registered office of the Corporation is 2255 Glades Road, Suite 340 West, Boca Raton, FL 33431, and the name of its initial registered agent at such address is Albert W. Gortz.

NINTH: A quorum at any meeting of the Board of Directors of the Corporation shall consist of one-third (1/3) of the fully constituted Board.

TENTH The undersigned hereby certifies that the foregoing restatement was submitted to a vote of the Board of Directors of the Corporation on March 20, 2002. The number of votes cast by the Board of Directors for the restatement was sufficient for approval. No members of the Corporation were entitled to vote on the foregoing restatement.

By: 
Andrew Robins, President

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CERTIFICATION OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617.0501, Florida Statutes, the Corporation named below, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is Jewish Federation of South Palm Beach County, Inc.
2. The name and address of the registered agent and office is:

Albert W. Gortz
Proskauer Rose LLP
2255 Glades Road, Suite 340 West
Boca Raton, FL 33431

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATED TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Registered Agent

Date: 3/22, 2002