

NO2000000689
KATZ, BARRON, SQUITERO & FAUST, P.A.

ATTORNEYS AT LAW

FIRST FT. LAUDERDALE PLACE
100 N.E. THIRD AVENUE, SUITE 280
FT. LAUDERDALE, FLORIDA 33301

BROWARD: (954) 522-3636 • (954) 781-4720
MIAMI-DADE (305) 856-2444
TELECOPIER: (954) 522-5119
www.katzbarron.com

RONALD M. BARRON
(1945 - 1994)

OF COUNSEL
ROGER S. GOLDMAN
RICHARD MORTON
LAWRENCE N. ROSEN, P.A.
WILLIAM A. ZEHER, P.A.

MIAMI OFFICE:
2699 SOUTH BAYSHORE DRIVE
SEVENTH FLOOR
MIAMI, FLORIDA 33133-5408
TELEPHONE: (305) 856-2444
TELECOPIER: (305) 285-9227

FRANK T. ADAMS
BERNARD ALLEN
MARK S. AUERBACHER
ALON BARZAKAY
KENNETH L. BEDNAR
W. TODD BOYD
CHARLES D. BRECKER
MELISSA S. CHANNING
JORGE I.G. DEL VALLE
DAVID S. DROBNER
ERICA L. ENGLISH
MARC L. FAUST
HOWARD L. FRIEDBERG
ROBERT C. GRADY
ANA C. HARRIS
ELIZABETH A. HEISE
MATHAI JACOB
MICHAEL D. KATZ
NICOLE T. KOPELOWITZ
PHILIPPE LIEBERMAN
MARIA C. MONTENEGRO
ALICIA MORALES-FERNANDEZ
RICHARD A. MORGAN
CARLOS E. MUSTELIER JR.
ANTHONY H. PELLE
JOSE R. RIGUERA
WILLIAM D. ROHRER
JOHN R. SQUITERO
MICHELE L. STOCKER

May 21, 2002

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32314

RE: Friends of Sir M. B. Davis Jewish
General Hospital, Inc.

Dear Sir of Madam:

In connection with the referenced Florida corporation, enclosed herewith, please find the following:

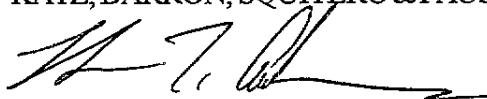
1. Amended and Restated Articles of Incorporation.
2. Check in the amount of \$43.75.

Please file the Amended and Restated Articles and forward a certified copy of same to the undersigned. If you require anything further in this regard please contact me at: 954/522-3636.

Thank you for your attention to this matter.

Very truly yours.

KATZ, BARRON, SQUITERO & FAUST, P.A.



Frank T. Adams, For the Firm

encls.

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*****43.75 *****43.75

FILED
02 MAY 22 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

all 5/28
amend/restated

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

of

FRIENDS OF SIR M. B. DAVIS
JEWISH GENERAL HOSPITAL, INC.
(a Florida Not For Profit Corporation)

FILED
02 MAY 22 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being all of the Directors of FRIENDS OF SIR M. B. DAVIS JEWISH GENERAL HOSPITAL, INC., a Florida not for profit corporation organized under Chapter 617 of the Florida Statutes, whose original Article of Incorporation were filed with the Florida Secretary of State on January 31, 2002, do hereby execute, acknowledge and file the following Amended and Restated Articles of Incorporation.

ARTICLE I
NAME

The name of this Corporation shall be FRIENDS OF SIR M. B. DAVIS JEWISH GENERAL HOSPITAL, INC.

ARTICLE II
DURATION

The Corporation shall commence its perpetual existence upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE III
PURPOSE

The Corporation is a not for profit corporation. The Corporation is organized exclusively for charitable, religious, educational and scientific purposes. The Corporation is organized and established for the purpose of supporting the SIR MORTIMER B. DAVIS - JEWISH GENERAL HOSPITAL, Montreal, Quebec, Canada, by encouraging and motivating the making of gifts,

donation and benefactions by deed, will or otherwise, for the advancement, promotion, extension and maintenance of the various causes and objections fostered by the said hospital. The Corporation may conduct fund raising activities to raise funds for the said hospital. The Corporation may also invest the funds raised and distribute such funds and the investment earnings thereon to the SIR MORTIMER B. DAVIS - JEWISH GENERAL HOSPITAL.

ARTICLE IV
NO STOCKHOLDERS

The Corporation is organized upon a nonstock basis.

ARTICLE V
MEMBERSHIP

The Corporation shall have one (1) member. The sole member is the SIR MORTIMER B. DAVIS - JEWISH GENERAL HOSPITAL, Montreal, Quebec, Canada.

ARTICLE VI
INITIAL DIRECTORS

The Corporation shall have four (4) initial directors. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The names and addresses of the initial directors of the Corporation, who shall hold office for the first year or until their successors are duly elected and qualified, are:

Jonathan Wener
2000 Peel Street, Suite 900
Montreal, Qc. H3A 2W5

James Alexander
1000 Sherbrooke St. West, Suite 1720
Montreal, Qc. H3A 3G4

Myer Bick
3755 Cote des Neiges, Room A-107
Montreal, Qc H3T 1E2

Henri Elbaz
3755 Cote des Neiges, Room B-119
Montreal, Qc H3T 1E2

The directors shall be elected by the Member, and their method of election and their term of office shall be in accordance with the Bylaws.

ARTICLE VII
INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of the Corporation is: c/o Katz, Barron, Squitiero & Faust, P.A., 100 N.E. 3rd Avenue, Suite 280, Fort Lauderdale, Florida 33301

ARTICLE VIII
INITIAL REGISTERED AGENT

The initial registered address of the Corporation and its initial registered agent are as follows:

FRANK T. ADAMS, ESQ.
100 N.E. 3rd Avenue
Suite 280
Fort Lauderdale, Florida 33301

ARTICLE IX
INCORPORATOR

The name and address of the Incorporator is:

FRANK T. ADAMS, ESQ.
100 N.E. 3rd Avenue, Suite 280
Fort Lauderdale, Florida 33301

ARTICLE X
POWERS

The Corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 617, Florida Statutes, as amended and supplemented.

ARTICLE XI
RESTRICTION ON USE OF EARNINGS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable

to its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation (a) exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code, or (b) contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

ARTICLE XII
COMPLIANCE WITH TAX LAWS

A. *Distribution of Income.* The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

B. *Self-dealing.* The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

C. *Excess Business Holdings.* The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

D. *Investments Jeopardizing Charitable Purpose.* The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue


Code of 1986, as amended, or the corresponding section of any future federal tax code.

E. *Taxable Expenditures.* The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

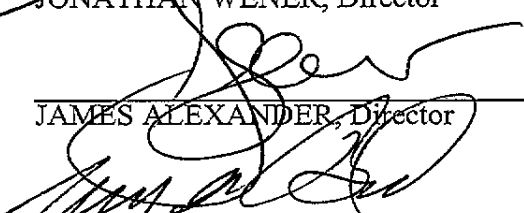
ARTICLE XIII
DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of (or distributed to any one or more organizations operated exclusively for charitable purposes and which qualifies as tax exempt under) Section 501(c)(3) of the Internal Revenue of 1986, as amended, or the corresponding section of any future federal tax code.


IN WITNESS WHEREOF, the undersigned, being all of the directors of the above-named corporation, do make and file these Amended and Restated Articles, hereby declaring and certifying that the facts herein stated are true, and execute these Amended and Restated Articles of Incorporation this 14 day of May, 2002.



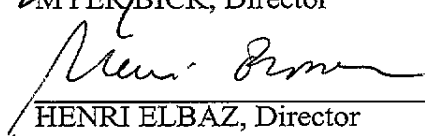
JONATHAN WENER, Director



JAMES ALEXANDER, Director



MYER BICK, Director



HENRI ELBAZ, Director


CERTIFICATION

Each of the undersigned, as a director of the FRIENDS OF SIR M. B. DAVIS JEWISH GENERAL HOSPITAL, INC., a Florida not for profit corporation, hereby certifies that the none of the amendments contained in the foregoing Amended and Restated Articles of Incorporation required the approval of the Member of the Corporation. Further, each of the undersigned confirms that the foregoing Amended and Restated Articles of Incorporation were duly approved by a the adoption of a resolution of the board of directors.

EXECUTED this 14 day of May, 2002.



JONATHAN WENER, Director



JAMES ALEXANDER, Director



MYER BICK, Director



HENRI ELBAZ, Director