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BASIC AMENDMENT

THE SEPHARDIC CONGREGATION OF SKYLAKE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

THE SEPHARDIC CONGREGATION OF SKYLAKE, INC.

Document No.: N03000006482

FIRST:

ARTICLE I - NAME

The name of the corporation shall be: Bet Midrash of Bay Harbor, Inc.

ARTICLE II - EFFECTIVE DATE

This article remains unchanged from the original Articles of Incorporation.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 1108 Kane Concourse, Suite 210, Bay Harbor Islands, Florida 33154.

ARTICLE IV - PURPOSE

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE V - NET EARNINGS

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other

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provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by any organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE VI - EFFECT OF DISSOLUTION

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII - MANNER OF ELECTION OF DIRECTORS

This article remains unchanged from the original Articles of Incorporation except for the number of the article has been changed from 4 to 7.

ARTICLE VIII - DIRECTORS/OFFICERS

The name and addresses of the officers and board of directors are:

Avi Bitton - Director/President, 1108 Kane Concourse, Suite 210, Bay Harbor Islands, Florida 33154.

Dino Bagdadi - Director/Vice-President, 1108 Kane Concourse, Suite 210, Bay Harbor Islands, Florida 33154.

Matityahu Cohen - Director/Secretary, 1108 Kane Concourse, Suite 210, Bay Harbor Islands, Florida 33154.

Rabbi Abraham Benzaquen - Director, 1108 Kane Concourse, Suite 210, Bay Harbor Islands, Florida 33154.

ARTICLE IX - INCORPORATOR

This article remains unchanged from the original Articles of Incorporation except for the number of the article has been changed from 7 to 9.

ARTICLE IX - REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent are: Isaac Benmergui, Esq., 13899 Biscayne Boulevard, Suite 141, North Miami, Beach, Florida 33181.

I hereby accept the appointment as registered agent and agree to act in this capacity. I further

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agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

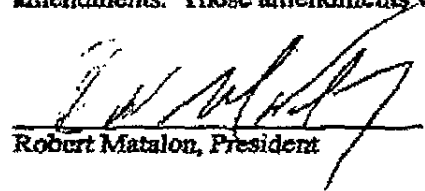


(Signature of Registered Agent)3/09/04
(Date)**SECOND:**

The date of adoption of the amendment was March 1, 2004

THIRD:

The members were entitled to vote on the matter of changing the organizations name. Accordingly, Article I was adopted by the members and the number of votes cast for the amendment was sufficient for approval. There are no members entitled to vote on the other amendments. Those amendments were adopted by the board of directors.



Robert Matalon, President3/9/04
(Date)

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