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FLORIDA PROFIT/NON PROFIT CORPORATION

NEVE MICHAEL CHILDREN'S VILLAGE, INC.

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**ARTICLES OF INCORPORATION
FOR
NEVE MICHAEL CHILDREN'S VILLAGE, INC.
(Not-For-Profit)**

The undersigned, desiring to form a charitable corporation under Chapter 617, Florida Statutes, as amended, the Florida Not for Profit Corporation Act, does hereby adopt the following Articles of Incorporation and certify:

FIRST: The name of the corporation shall be **NEVE MICHAEL CHILDREN'S VILLAGE, INC.**

SECOND: The principal place of business and mailing address of this corporation shall be 1300 St. Charles Place, Suite 310, Pembroke Pines, Florida 33026.

THIRD: The Corporation is organized and shall be operated exclusively for the benefit of raising money for children of indigent parents, at-risk victims, abused, alcoholic and drug-related families in Israel. Should the Corporation cease to exist for any purpose or no longer be a qualified organization as defined below then the Corporation shall be organized and shall be operated exclusively for the benefit of any other qualified organization which is operated for similar purposes and conducts or supports similar activities as NEVE Michael Children's Village, Inc. An organization is a "qualified organization" for purposes of these Articles only if it described in Section 501(c) (3) and Sections 509 (a) (1) or (a) (2) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code").

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon non-profit corporations, including, but without limitation thereon, the power to receive gifts, devises, bequests and contributions in any form, and to use, apply, invest and reinvest the principal and income therefrom or distribute the same for the above purposes. In addition to the above, the Corporation is empowered to create wholly owned subsidiary entities for the purpose of holding title to real property and has the authority to sell and covey property for purposes of reinvesting the proceeds in other productive assets.

FOURTH: No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to the Corporation's directors, officers or private individuals, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered or expenses incurred and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No director or officer, however, shall be entitled to compensation for services rendered. All distributions by the Corporation must be in accordance

with the Corporation's exempt purposes. All funds distributed in accordance with the Corporation's exempt purpose in accordance with Article THIRD above shall be for whatever programs, capital improvements and needs are in accordance with Article THIRD above, as determined by the Board of Directors of the Corporation.

FIFTH: It is intended that the Corporation shall have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c) (3) of the Code, and that is other than a private foundation by reason of being described in Section 509(a) (3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from federal income tax under Section 501(c) (3) of the Code. Further, the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

SIXTH: The initial Directors and their respective addresses are:

Jack Stromfeld - 1300 St. Charles Place, Suite 310, Pembroke Pines, FL 33026

Loreli Ennis - 3455 Stallion Lane, Weston, Florida 33331

Craig Frank - 2631 Regalia Way, Cooper City, Florida 33026

Stephanie Jofe - 5880 S.W. 37th Terrace, Ft. Lauderdale, Florida 33312

Additional Directors may be added so long as all additional Directors are committed to the purpose for which the Corporation was organized, are permitted Directors under the existing law, and so long as the number of Directors does not exceed fifteen (15) nor is less than (three (3)). Each Director shall be entitled to one (1) vote and shall serve one (1) year. Election of new Directors shall be made by the outgoing Directors, except that no Directors shall serve more than three consecutive terms as a Director. A Director may be removed without cause by the majority vote of all Directors.

SEVENTH: The affirmative vote of two-thirds (2/3) of all of the Directors shall be required to adopt or approve the following actions:

- (i) Liquidation or dissolution of the Corporation;
- (ii) Merger, consolidation or transfer of substantially all the assets of the Corporation; or

- (iii) Repeal, modification, amendment, in whole or in part, or addition to the Articles of Incorporation or Bylaws of the Corporation or adoption of new Articles of Incorporation or Bylaws.

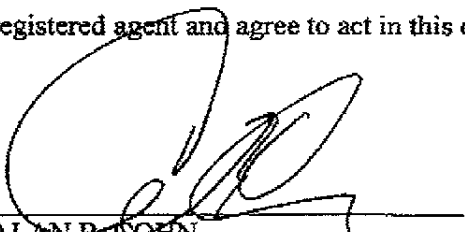
The notice of the meeting, at which any such action is to be considered, shall set forth the subject of the action or actions to be approved.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court in Broward County, Florida, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

EIGHTH: Except as provided in Article SEVENTH the affirmative vote of a majority of the Directors shall be required for the authorization or taking of any action by the Directors.

NINTH: There will not be any members of the Corporation.

TENTH: The name and Florida address of the registered agent and incorporator is Alan B. Cohn, Esq., 100 West Cypress Creek Road, Suite 700, Ft. Lauderdale, Florida 33309. Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with the appointment as registered agent and agree to act in this capacity.


 ALAN B. COHN
 Registered Agent & Incorporator

Date: November 27, 2006

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