

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

EFFECTIVE DATE
1-1-96

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS

95 JAN -3 PM 1:47

JAN - 3 1995

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME 12:00 CK No. _____

BY MC _____

WALK-IN Will Pick Up 1/3 12:00

1960000000034 of No 52280
 RE: Mitzpah, LTD,
INC.

	C.C. FEE.	DISBURSED
☒ Capital Express™		
☒ Art. of Inc. File		
☐ Corp. Record Search		
☐ Ltd. Partnership File		
☒ Foreign Corp. File		
☒ () Cert. Copy(s)		
☐ Art. of Amend. File		
☐ Dissolution/Withdrawal		
☐ C U S.	500001676475 -01/03/96-01069-001	
☐ Fictitious Name File	****122.50 ****122.50	
☐ Name Reservation		
☐ Annual Report/Reinstatement		
☐ Reg. Agent Service		
☐ Document Filing		
☐ Corporate Kit		
☐ Vehicle Search		
☐ Driving Record		
☐ Document Retrieval		
☐ UCC 1 or 3 File		
☐ UCC 11 Search		
☐ UCC 11 Retrieval		
☐ File No.'s, Copies		
☐ Courier Service		
☐ Shipping/Handling		
☐ Phone ()		
☐ Top Priority		
☐ Express Mail Prep.		
☐ FAX () pgs.		
SUBTOTALS		

RECEIVED
 95 JAN -8 PM 1:43
 DIVISION OF CORPORATIONS

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

90 JAN -3 PM 1:47

ARTICLES OF INCORPORATION
OF

MITZPAH, LTD., INC.

(A Florida corporation not for profit)

EFFECTIVE DATE

1-1-96

The undersigned, for the purpose of forming a non-profit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

ARTICLE ONE

Name. The name of the corporation is MITZPAH, LTD., INC.

ARTICLE TWO

Effective Date. The effective date of the corporation shall be January 1, 1996.

ARTICLE THREE

Not For Profit. The corporation is a corporation not for profit as defined in Section 617.01401, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its members, directors or officers, except to the extent permissible under law.

Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not to be permitted to be carried on by an organization exempt from federal income tax under §501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal

Revenue Law.

ARTICLE FOUR

Duration. The duration of the corporation is perpetual.

ARTICLE FIVE

Purposes. The corporation is organized, and shall be operated exclusively for, the following purposes:

A. The corporation is organized as both a religious and a secular educational institute formed to promote research and propagate instruction in ancient, Biblical and modern language through correspondence, electronic communication, broadcasting media, seminars, lectures, library services, and all related literary activities of creation, printing, publication and dissemination of materials, to the general public, as well as distribution of materials published by others, to serve Jewish and Christian communities, nationally and internationally.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon non-profit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise, any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate, or otherwise dispose of any such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

C. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to

accomplish them.

D. Notwithstanding anything to the contrary herein, the purposes for which the corporation is organized are exclusively religious, charitable and educational within the meaning of §501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE SIX

Limitation. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors or officers, but 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 Five (Purposes) hereof.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in §501(c)(3) and §170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state or local government for exclusive public purposes.

ARTICLE SEVEN

Members. The corporation shall have voting members who shall be elected (and may be removed) by the voting members, and who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws. The Bylaws may also provide for non-voting members of one or more classes, who shall be

admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial voting member is as follows:

<u>NAME</u>	<u>ADDRESS</u>
J. GORDON HUDAK	1602 Bayshore Gardens Parkway Bradenton, Florida 34207
G. LEE HUDAK	1602 Bayshore Gardens Parkway Bradenton, Florida 34207

ARTICLE EIGHT

Principal Office and Initial Registered Office and Agent.

The street address and mailing address of the principal office and initial registered office of the corporation is 1602 Bayshore Gardens Parkway, Bradenton, Florida 34207, and the name of its initial registered agent at that address is G. LEE HUDAK.

ARTICLE NINE

Initial Board of Directors. The management of the corporation shall be vested in a Board of Directors. The number of directors constituting the initial Board of Directors is 3. The number of directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than 3. The voting members shall elect the directors at an annual meeting of voting members. The Bylaws may provide for ex officio and honorary directors, and their rights and privileges. The name and address of each initial director of the corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
J. GORDON HUDAK	1602 Bayshore Gardens Parkway Bradenton, Florida 34207

G. LEE HUDAK

1602 Bayshore Gardens Parkway
Bradenton, Florida 34207

DANIEL J. SIMON

845 Pine Street
Perrysburg, Ohio 43551

ARTICLE TEN

Officers. The officers of the corporation shall consist of a president, secretary, treasurer and such other officers and assistant officers as may be provided for in the Bylaws. Each officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws.

ARTICLE ELEVEN

Incorporators. The name and address of each incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
J. GORDON HUDAK	1602 Bayshore Gardens Parkway Bradenton, Florida 34207
G. LEE HUDAK	1602 Bayshore Gardens Parkway Bradenton, Florida 34207

ARTICLE TWELVE

Bylaws. The Bylaws of the corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors. The provisions of Section 617.0206, Florida Statutes (1983), as amended from time to time, shall govern the Bylaws.

ARTICLE THIRTEEN

Amendment. The corporation reserves the right to amend or repeal any provisions contained in these Articles of

Incorporation or any amendment to them, and all rights and privileges conferred upon the members, directors and officers are subject to this reservation.

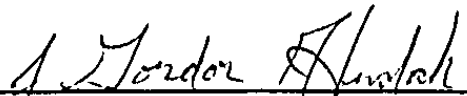
ARTICLE FOURTEEN

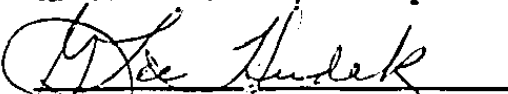
Non-stock basis. The corporation is organized and shall be operated on a non-stock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership or proprietary interest in the corporation.

ARTICLE FIFTEEN

Indemnification. The corporation shall have the power to indemnify each officer and director, including former officers and directors, to the full extent permitted by the Florida General Corporation Act and the Florida Not For Profit Corporation Act.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 2nd day of January, 1996.


J. GORDON HUDAK, Incorporator


G. LEE HUDAK, Incorporator

STATE OF FLORIDA

COUNTY OF MANATEE

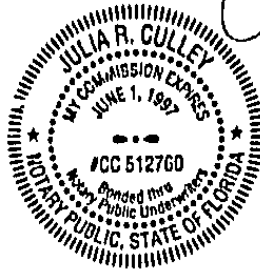
BEFORE ME, the undersigned authority, personally appeared J. GORDON HUDAK and G. LEE HUDAK, to me known to be the persons described in and who executed the foregoing Articles of Incorporation, and acknowledged the execution thereof to be their free act and deed for the uses and purposes therein mentioned, and they have produced a Florida ID and Florida drivers license as

identification.

WITNESS my hand and official seal at said County and
State this 2nd day of January, 1996.

Julia R. Culley
Notary Public

My Commission Expires:



**CERTIFICATE OF REGISTERED OFFICE
AND DESIGNATION OF REGISTERED AGENT
AND ACCEPTANCE OF REGISTERED AGENT**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -3 PM 1:47

In pursuance of Chapter 607, Florida Statutes, the following is submitted, in compliance with said Act:

1. The Principal Office of MITZPAH, LTD., INC., a corporation duly organized and existing under the laws of the State of Florida is:

1602 Bayshore Gardens Parkway
Bradenton, Florida 34207

2. The Registered Office of this corporation is:

1602 Bayshore Gardens Parkway
Bradenton, Florida 34207

3. The Registered Agent of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
G. LEE HUDAK	1602 Bayshore Gardens Parkway Bradenton, Florida 34207

Having been named a 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: Jan 2, 1996


Registered Agent

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: mitzpah, LTD., Inc

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		

Art. of Amend. File
 Dissolution/Withdrawal
 C U S-
 Fictitious Name File

Name Reservation
 Annual Report/Reinstatement
 Reg. Agent Service
 Document Filing

Corporate Kit
 Vehicle Search
 Driving Record
 Document Retrieval

UCC 1 or 3 File
 UCC 11 Search
 UCC 11 Retrieval
 File No.'s, Copies
 Courier Service
 Shipping/Handling
 Phone ()
 Top Priority
 Express Mail Prep.
 FAX () pgs.

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

WALK-IN
 Will Pick Up _____



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 18, 1997

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: MITZPAH, LTD., INC.
Ref. Number: N96000000034

We have received your document for MITZPAH, LTD., INC. and check(s) totaling \$35.00. However, your check(s) and document are being returned for the following:

MENTION OF THE MEMBERS MUST BE MADE IN THE ARTICLES OF AMENDMENT.

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 (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 797A00019814

RECEIVED
97 APR 21 AM 10:24
DIVISION OF CORPORATION

Corrected

ARTICLES OF AMENDMENT
OF
MITZPAH, LTD., INC.

FILED
97 APR 18 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

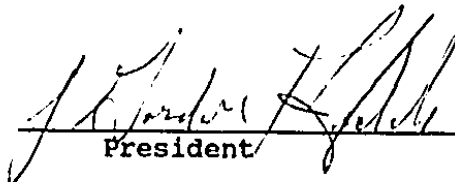
Pursuant to Florida Statutes §607.1006, the articles of incorporation of the above named corporation are hereby amended as follows:

1. That the articles of incorporation of MITZPAH, LTD., INC., are hereby amended by striking Article Five, Paragraph B, in its entirety and substituting the following:

"B. To exercise all rights and powers conferred by the laws of the State of Florida upon non-profit corporations, within the restrictions of Section 501(c)(3) of the Code, including, without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise, any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate, or otherwise dispose of any such property and the income, principal and proceeds of such property, for any of the purposes set forth herein."

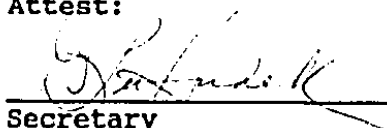
2. The aforesaid amendment was adopted by the directors and the voting members on the 14th day of April, 1997.

IN WITNESS WHEREOF, we the undersigned, have executed these Articles of Amendment this 14th day of April, 1997.



President

Attest:



Secretary

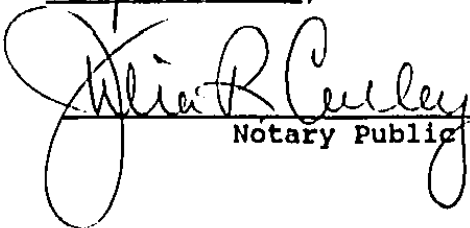
(Corporate Seal)

STATE OF FLORIDA

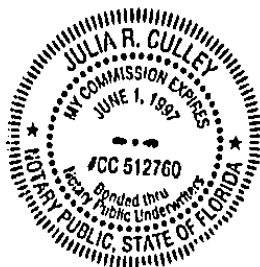
COUNTY OF MANATEE

BEFORE ME, the undersigned authority, personally appeared J. GORDON HUDAK, as President, and G. LEE HUDAK, as Secretary, of MITZPAH, LTD., INC., a Florida corporation, to me known to be the officers of said corporation, and acknowledged before me that they executed the foregoing Amendment to Articles of Incorporation freely and voluntarily for the purposes therein expressed, and that such is the act and deed of said corporation, and said officers are personally known to me or have produced a _____ as identification.

WITNESS my hand and official seal in the County and State last aforesaid, this 14th day of April, 1997.


Notary Public

My Commission Expires:



ACTION BY UNANIMOUS WRITTEN CONSENT OF
DIRECTORS AND MEMBERS

OF

MITZPAH, LTD., INC.
a Florida corporation not for profit

The undersigned, being all of the directors and members of the above named corporation, a Florida corporation not for profit, do hereby unanimously consent in writing to the adoption of the following resolutions, taking said action in lieu of a meeting, as permitted by the Florida Statutes.

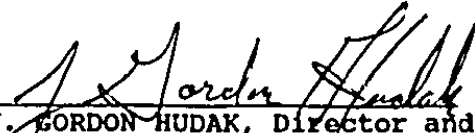
RESOLVED AS FOLLOWS:

1. That the articles of incorporation of MITZPAH, LTD., INC., be amended by striking Article Five, Paragraph B, in its entirety and substituting the following:

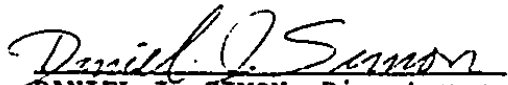
"B. To exercise all rights and powers conferred by the laws of the State of Florida upon non-profit corporations, within the restrictions of Section 501(c)(3) of the Code, including, without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise, any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate, or otherwise dispose of any such property and the income, principal and proceeds of such property, for any of the purposes set forth herein."

2. That the officers of the corporation be and are hereby authorized and directed to execute Articles of Amendment and such other documents as may be necessary to amend the Articles of Incorporation, and to take such actions as may be necessary to effect such amendment.

DATE: 4/14/97


J. GORDON HUDAK, Director and
Voting Member

DATE: 7/10/97


DANIEL J. SIMON, Director and
Voting Member

DATE: 4-14-97


G. LEE HUDAK, Director and
Voting Member