

PUBLIC ACCESS SYSTEM
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 10. DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
 DEPARTMENT OF STATE 1492 W FLAGLER ST
 STATE OF FLORIDA SUITE 200
 409 EAST GAINES STREET MIAMI FL 33136- 0-0000
 TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
 FAX: (904) 922-4000 PHONE: (305) 541-3694

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 11, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: MSGF, INC.
REF: W95000010067

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

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) 487-6934.

Loria Foole
Corporate Specialist

FAX Aud. #: H95000005286
Letter Number: 995A00024087

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MSGF, INC.
(A Florida Not-for-Profit Corporation)**

The undersigned, acting as the incorporator for the purpose of forming a not-for-profit corporation, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the organization shall be MSGF, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is:

4300 Alton Road
Miami Beach, FL 33140

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of engaging in any lawful act or activity not for pecuniary profit for which not-for-profit corporations may be organized, so far as is or may be permitted by the laws of the State of Florida, and expressly for the purpose of acting as the mortgage holder with respect to a medical office building and outpatient center.

Prepared by: Jodi Laurence
F1 Ba1-0860689
4300 Alton Road
Miami Beach, FL 33140
305-674-2143

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ARTICLE IV

TERM

The term for which the Corporation is to exist is until the year 2045 or unless sooner terminated as provided for in the Bylaws.

ARTICLE V

MEMBERSHIP

Qualifications for membership in the Corporation, the manner of members' admission and membership voting rights shall be provided for in the Bylaws of the Corporation.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 4300 Alton Road, Miami Beach, Florida 33140, and the name of the Corporation's initial registered agent at that address is Jodi Laurence, Esq.

ARTICLE VII

BOARD OF DIRECTORS

The Corporation shall have five directors initially and the number of directors may be increased or decreased pursuant to the Bylaws, but shall never be less than three. The name and addresses of the initial directors of the Corporation are:

Lila G. Heatter
4300 Alton Road
Miami Beach, FL 33140

George Simon
4300 Alton Road
Miami Beach, FL 33140

Earl Pertnoy
4300 Alton Road
Miami Beach, FL 33140

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Barton Goldberg
4300 Alton Road
Miami Beach, FL 33140

Fred D. Hirt
4300 Alton Road
Miami Beach, FL 33140

The manner and election, removal, and filling of vacancies of directors shall be regulated in the Bylaws.

ARTICLE VII

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is as follows:

Fred D. Hirt
4300 Alton Road
Miami Beach, FL 33140

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 11th day of May, 1995.


Fred D. Hirt

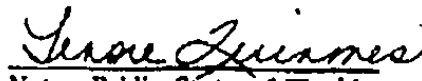
STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, a Notary Public in and for said State of Florida at Large, personally appeared Fred D. Hirt, to me known as known to me to be the person who signed the foregoing Articles of Incorporation, and severally acknowledged the execution thereof to be his free act and deed for the uses and purposes therein mentioned.

WITNESS my signature and official seal at MIAMI BEACH in the County of Dade and State of Florida, this 11th day of May, 1995

My Commission Expires:


Notary Public, State of Florida
LENORE QUINONES

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LENORE QUINONES
My Commission CC368226
Expires Apr. 27, 1998
Bonded by HAI
800-622-1888

9850000054H

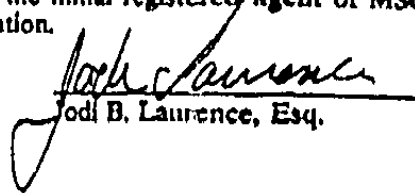
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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial registered agent of MSGF, Inc., as made in the foregoing Articles of Incorporation.

Date: May 1st, 1995


Jodi B. Laurence, Esq.

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95 MAY 12 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEC-05-1996

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EMPIRE CORPORATE KIT

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PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H96000017067 5)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: MSGF, INC.

AUDIT NUMBER.....H96000017067

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

CERT. COPIES.....1

PAGES..... 16

DEL.METHOD.. FAX

EST.CHARGE.. \$87.50

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Amended & Restated
Articles

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TALLAHASSEE, FLORIDA

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(16)

AMENDED AND RESTATED
ARTICLES OF INCORPORATION H96000017067
OF
MSGF, INC. N95000002317
(A Florida Not-for-Profit Corporation)

THE UNDERSIGNED OFFICERS, natural persons competent to contract, hereby file these Amended and Restated Articles of Incorporation (these "Articles") of MSGF, Inc. (the "Corporation"), and hereby certify as follows:

These Articles were duly adopted by unanimous written consent of the Board of Directors of the Corporation (the "Board") as of December 4, 1996, such unanimous written consent constituting a sufficient number of votes for approval. Member consent was not required in connection herewith. All amendments included herein have been adopted pursuant to § 617.1007(2) of the Florida Not-For-Profit Corporation Act.

Articles I through VIII are deleted in their entirety and replaced with the following Articles I through IX:

ARTICLE I

NAME

The name of the Corporation shall be MSGF, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is:

4300 Alton Road
Miami Beach, Florida 33140

Prepared By: Alyson R. Serell
Florida Bar No. 897080 (305) 674-2143
4300 Alton Road
Miami Beach, FL 33140

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FILED
96 DEC -5 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE III
PURPOSES AND POWERS

Section 1. Purpose

(A) The general purpose of the Corporation is to receive and administer funds and property for scientific, educational, benevolent and charitable purposes within the meaning of Section 509(a)(3) of the United States Internal Revenue Code of 1986, as amended (the "Code").

(B) To carry out its general purpose, the Corporation will support the operations of its parent corporation, Mount Sinai Medical Center Foundation, Inc. ("Mount Sinai"), which is organized pursuant to Section 509(a)(1) of the Code.

(C) The Corporation is organized for the purpose of engaging in any lawful act or activity not for pecuniary profit for which not-for-profit corporations may be organized, so far as is or may be permitted by the laws of the State of Florida, and expressly for the purpose of enabling Mount Sinai to purchase a medical staff office building, and without in any way limiting the foregoing general purpose, the specific purpose of the Corporation is to act as the mortgage holder with respect to the medical office building and outpatient center used by Mount Sinai.

Section 2. Powers

(A) This Corporation shall have all the powers of a natural person and as provided by law, subject only to limitations imposed by these Articles, the Bylaws of this Corporation and applicable laws. Notwithstanding any such powers, or any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code.

(B) Notwithstanding any powers granted to this Corporation by these Articles, the

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Bylaws or by the laws of the State of Florida, the following limitations of powers shall apply and be paramount:

(i) No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and except to the extent that benefit inures to persons in accordance with the carrying out of the Corporation's charitable purposes as herein defined), and no member, trustee, or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(ii) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as allowed pursuant to Section 501(h) of the Code).

(iii) The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(iv) Upon the dissolution of the Corporation, the Members shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation to Mount Sinai, in accordance with the Bylaws of the Corporation, or, if either corporation is not exempt from taxation under Section 501(c)(3) of the Code at the time of such disposition, then its share as set forth in any written agreement shall be distributed, at the direction of its Board of Trustees, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code.

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ARTICLE IV**TERM**

The term for which the Corporation is to exist is until the year 2045 or unless sooner terminated as provided for in the Bylaws.

ARTICLE V**MEMBERSHIP**

Section 1. Unless changed by an amendment to these Articles, the Corporation shall have the following member ("Members"): Mount Sinai.

Section 2. Except as otherwise provided in these Articles, the Bylaws of the Corporation, or by applicable law, Members shall have no voting rights.

Section 3. The Members shall be automatically admitted to membership upon the filing of these Articles.

ARTICLE VI**REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 4300 Alton Road, Miami Beach, Florida 33140, and the name of the Corporation's registered agent at that address is Alyson R. Screll, Esq.

ARTICLE VII**TRUSTEES**

Mount Sinai shall appoint all members of the Board of Trustees of the Corporation. The Board of Trustees shall consist of not less than three and no more than five persons, whose names and addresses are:

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Lila G. Heatter
4300 Alton Road
Miami Beach, FL 33140

George Simon
4300 Alton Road
Miami Beach, FL 33140

Earl Pertnoy
4300 Alton Road
Miami Beach, FL 33140

Barton Goldberg
4300 Alton Road
Miami Beach, FL 33140

Fred D. Hirt
4300 Alton Road
Miami Beach, FL 33140

The manner of election and removal of Trustees, and the filling of vacancies on the Board of Trustees, shall be regulated in the Bylaws.

ARTICLE VIII

AMENDMENT

These Articles shall only be amended by unanimous vote of the Corporation's then serving Members.

ARTICLE IX

CONDUCT OF AFFAIRS

The business and affairs of the Corporation shall be conducted in a manner that complies with the (i) health care mission, philosophy and policies of the Members; and (ii) provisions of these Articles and the Bylaws of the Corporation.

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EMPIRE CORPORATE KIT

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IN WITNESS WHEREOF, the undersigned has executed these Articles as of this
14th day of December, 1996.



Earl Portnoy, President

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I HEREBY ACCEPT the appointment as the registered agent of MSGF, Inc. I am familiar with, and accept the obligations of, such appointment.

Date: December 4, 1996


Alyson R. Serrell, Esq.

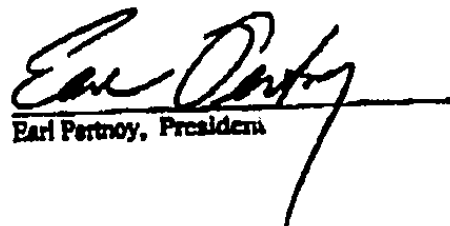
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CERTIFICATE PURSUANT TO §617.1007, FLORIDA STATUTES

The undersigned, Earl Portnoy, President of MSGF, INC., a Florida not for profit corporation ("MSGF"), DOES HEREBY CERTIFY that the Amended and Restated Articles of Incorporation of MSGF, Inc., in the form attached hereto as Exhibit A, do not require member approval and the Amended and Restated Articles of Incorporation were adopted by unanimous written consent of the Board of Directors of MSGF.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of this 4th day
December
of ~~December~~, 1996.


Earl Portnoy, President

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N95000002317

ACCOUNT NO. : 072100000032

REFERENCE : 331200 166357A

AUTHORIZATION

COST LIMIT : \$ 35.00

ORDER DATE : April 15, 1997

ORDER TIME : 11:30 AM

ORDER NO. : 331200-005

8000002144039--2

CUSTOMER NO: 166357A

CUSTOMER: Ms. Alyson Serell
Mount Sinai Medical Center
4300 Alton Road

Miami, FL 33140

DOMESTIC AMENDMENT FILING

NAME: MSGF, INC.

EFFECTIVE DATE:

XXX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
97 APR 15 PM 3:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

4/15
J. Leggett
RECEIVED
97 APR 15 PM 1:55
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
THE AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MSGF, INC.

(A Florida Not-for-Profit Corporation)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned President, for the purpose of amending the Amended and Restated Articles of Incorporation of MSGF, Inc., a Florida not-for-profit corporation (the "Corporation"), hereby certifies pursuant to Section 617.1007 of the Florida Not-For-Profit Corporation Act that:

1. The name of the Corporation is MSGF, Inc.
2. Article III, Section 1(C) and Section 2(B)(iv) of the Amended and Restated Articles of Incorporation of the Corporation are amended in their entirety to read as follows:

ARTICLE III. PURPOSES AND POWERS

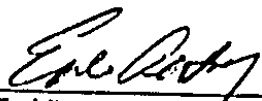
Section 1. Purposes

- (C). The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Section 2. Powers

- (B) (iv). Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any assets not so disposed of shall be disposed of by the Court of Common Pleas, of the county in which the principal office of the Corporation is then located, exclusively for such purposes.

3. The foregoing amendments were adopted by the sole Member of the Corporation by Written Consent dated as of April 14, 1997 and the number of votes cast for the foregoing amendments was sufficient for approval.



Earl Pertnoy, President

Prepared By: Alyson R. Screll, Esq.
Florida Bar No. 0897050
4300 Alton Road
Miami Beach, Florida 33140