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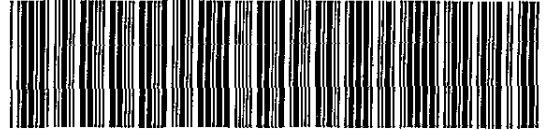
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MILLER & O'NEILL, P.L.

ATTORNEYS AT LAW
SUITE 400 EAST
2300 GLADES ROAD
BOCA RATON, FLORIDA 33431
Email: lmiller@mandolaw.com

LAWRENCE J. MILLER
HOLLY M. O'NEILL*
STACY L. MAGRUDER *

TELEPHONE: 561-353-3880
TELEFAX: 561-353-0643

JAN C. KATYNSKI, PARALEGAL

*LL.M. IN TAXATION

June 3, 2003

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: Hands On Tzedakah Fund, Inc.

Dear Sir or Madam:

Enclosed is an original and one copy of the articles of incorporation and a check for \$87.50 for filing fee, certified copy and certificate.

Please return the certified copy and certificate to Holly M. O'Neill, Esq., Miller & O'Neill, P.L., 2300 Glades Rd., Ste. 400 East, Boca Raton, FL 33431. Our telephone number is 561 353-3880.

Very truly yours,

MILLER & O'NEILL, P.L.

By:



Jan Katynski, Paralegal

Enclosures

cc: Ronald L. Gallatin
Rose B. Robinson

(NONPROFIT)
ARTICLES OF INCORPORATION
OF
HANDS ON TZEDAKAH, INC.

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DIVISION OF CORPORATIONS
03 JUN -9 AM 9:32

This is to certify that I, the undersigned, as incorporator, do hereby form a not-for-profit corporation under and by virtue of the laws of the State of Florida, as contained in Chapter 617 of the Florida Statutes, entitled "Corporations Not for Profit," and the several amendments thereto, and to that end do hereby set forth:

ARTICLE I

The name of this corporation is HANDS ON TZEDAKAH, INC. ("Corporation") and may be referred to as such or in a shortened form as the Board of Directors may authorize.

ARTICLE II

The period of duration of the Corporation is unlimited.

ARTICLE III

The Corporation does not contemplate gain or profit to its members and the principal objectives and purposes for the Corporation shall be for the promotion and purpose of charity; for assisting charitable institutions; for the promotion of educational institutions not operated for profit; for assisting and promoting religious purposes and religious education; for the care and needs of the poor, sick, aged and helpless; for promoting scientific research along the lines of human illness and suffering; for measures for the prevention and suppression of disease.

ARTICLE IV

The Corporation shall not have members.

ARTICLE V

The principal place of business and mailing address of the Corporation shall be: 2255 Glades Road, Suite 324A, PMB #1114, Boca Raton, Florida 33431.

ARTICLE VI

The address of the initial registered office of the Corporation in the State of Florida is 2255 Glades Road, Suite 324A, PMB #1114, Boca Raton, Florida 33431, and the name of its initial registered agent at such address is ROSE B. ROBINSON.

ARTICLE VII

The number of Directors constituting the initial Board of Directors shall be three, and the names and addresses of the persons who are to serve as Directors until the first meeting of the Corporation are:

Rose B. Robinson	20815 Pinar Trail Boca Raton, Florida 33433
Ronald L. Gallatin	17061 Brookwood Drive Boca Raton, Florida 33496
Danny Siegel	263 Congressional Lane, #708 Rockville, Maryland 20852

Rose B. Robinson has accepted the responsibility of keeping all records for the Corporation and for filing all necessary reports to the appropriate agencies. The terms for which the directors shall serve, and the method of election of directors, shall be as stated in the bylaws.

ARTICLE VIII

No part of the net earnings of the Corporation shall inure to the benefit of any officer, director, or member of the Corporation. Upon dissolution of the Corporation, the assets of the Corporation shall be, after due provisions have been made for the satisfaction of all liabilities and obligations of the Corporation, distributed to another association or associations organized for purposes substantially similar to the purposes for which the Corporation was organized.

ARTICLE IX

The name and address of the incorporator is:

Rose B. Robinson	20815 Pinar Trail Boca Raton, Florida 33433
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IN WITNESS WHEREOF, I have hereunto set my hand and seal this the 27th day of May, 2003.

Rose B. Robinson
Rose B. Robinson, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

ROSE B. ROBINSON hereby accepts the above appointment as registered agent of HANDS ON TZEDAKAH, INC. and acknowledges that she is familiar with the obligations of that position.

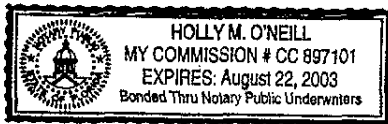
Dated this 27 day of May, 2003.

Rose B. Robinson
ROSE B. ROBINSON

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing Acceptance of Registered Agent was acknowledged before me by ROSE B. ROBINSON, who is personally known to me and who did take an oath, on this 27 day of May, 2003.



Holly M. O'Neill
Notary Public
Printed
Name: Holly M. O'Neill

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