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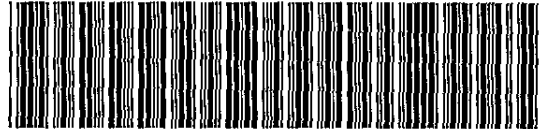
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June 27, 2003

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

Re: Yad V'kidush Hashem, not-for-profit Florida corporation

To whom this may concern:

Enclosed please my firm's check in the amount of \$35 made payable to Florida Department of State to cover the cost of filing the enclosed Corporate Resolution Amending Section VII and Section XI of the Articles of Incorporation of the above-referenced corporation Please return the original to:

Avi J. Litwin, Esquire
4434 Sheridan Avenue
Miami Beach, Florida 33140

Should you require any additional information, please do not hesitate to contact me in my office at 786-276-6150.

Sincerely,



Avi J. Litwin

CERTIFIED COPY OF CORPORATE RESOLUTION AMENDING
SECTION VII AND SECTION XI
TO THE ARTICLES OF INCORPORATION OF
YAD V'KIDUSH HASHEM - HOUSE OF MARTYRS, INC.

The undersigned, President and Secretary of YAD V'KIDUSH HASHEM - HOUSE OF MARTYRS, INC., a Florida Not-For-Profit Corporation (hereinafter referred to as the "Corporation"), hereby certify that:

1. The Corporation is a duly incorporated, validly existing corporation in good standing under the Laws of the State of Florida.
2. The Articles of Incorporation were duly filed with the Secretary of State on August 23, 1982.
3. At a properly noticed Special Meeting of the Board of Directors of the Corporation, held on May 20, 2003, duly held in accordance with Florida Statute §617.1002, and in accordance with the By-Laws of the Association, at which a quorum of directors was present and voting, the following amendments to the Articles of Incorporation was adopted unanimously by the vote of the Board of Directors, and was adopted by a majority of the votes of the entire membership of the Corporation, as required by the Articles of Incorporation, and the same has not been revoked, canceled, annulled or amended in any manner, and is in full force and effect on the date hereof:

WHEREAS, it is now desirable and necessary to amend certain provisions of said Articles of Incorporation:

NOW THEREFORE, BE IT RESOLVED, that the aforesaid Articles of Incorporation shall be amended so as to delete Article VII thereof, which reads as follows:

Article VII: Upon dissolution of the corporation, the Board of Trustees shall 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 . . .

and insert and substitute the following provisions:

Article VII: Upon dissolution of the corporation, the Board of Trustees shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by vote or consent of the members of the board of directors.

On motion duly made and passed,

FURTHER RESOLVED, that Article XI which reads as follows:

Article XI: The property of this corporation is irrevocably dedicated to religious, educational and charitable purposes, and no part of the net income or assets shall ever inure to benefit of any director, officer or member thereof, or to the benefit of any private individual.

shall be deleted from said Articles.

WE FURTHER CERTIFY, that said amendment is still valid and enforceable as of the date hereof and has not been amended or revoked.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands as President and Secretary of the Corporation, and affixed the corporate seal of the corporation on this 1 day of June, 2003.

YAD V'KIDUSH HASHEM - HOUSE OF MARTYRS, INC.

By:

Hyman Rubin
HYMAN RUBIN, President

Attest:

M. Rottenberg
MALKA ROTTENBERG, Secretary

STATE OF NEW YORK)
) SS.
COUNTY OF KINGS)

The foregoing instrument was acknowledged before me this 1st day of June, 2003, by HYMAN RUBIN and MALKA ROTTENBERG, President and Secretary, respectively, of Yad V'Kidush Hashem - House of Martyrs, Inc., a Florida not-for-profit corporation, on behalf of the corporation, to me known to be the persons who signed the foregoing instrument as such officers and severally acknowledged the execution thereof to be their free and voluntary act and deed as such officers for the uses and purposes therein mentioned and that the said instrument is the act and deed of said corporation.

Israel Vider

(signature of notary public)

NOTARY PUBLIC, State of N.Y.

Print Name: _____

My commission expires:

ISRAEL VIDER
Notary Public, State of New York
No. 02VI-4967060
Qualified in Kings County
Commission Expires May 21, 2006