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TALLAHASSEE FLORIDA

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PHONE: 213.250.1800 | FAX: 213.250.7900 | WEBSITE: www.lbbslaw.com

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E-MAIL: markes@lbbslaw.com

October 3, 2003

OUR FILE NUMBER
23789-002

VIA FEDERAL EXPRESS

OFFICE OF THE FLORIDA SECRETARY OF STATE

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

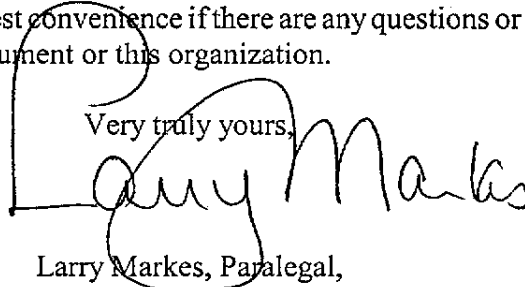
**Re: *Spirituality for Kids Foundation*
Application for Certificate of Authority**

Dear Sir/Madam:

Enclosed are an original Application for Certificate of Authority form for the above-referenced nonprofit corporation, plus some photocopies. (Also enclosed is our firm check number 273182 in the amount of \$87.50, the appropriate filing fee plus the fees for a Certificate of Status and certified copy of the filed and accepted Application.) Please place one document on record and return a file-stamped copy to me.

We thank you in advance for your anticipated courtesy and cooperation in this regard. Please feel free to contact us at your earliest convenience if there are any questions or other comments about the foregoing or the enclosed document or this organization.

Very truly yours,



Larry Markes, Paralegal,
Assistant to Dennis R. Kasper
LEWIS BRISBOIS BISGAARD & SMITH LLP

LOS ANGELES	SAN FRANCISCO	SAN DIEGO	COSTA MESA	SAN BERNARDINO	SACRAMENTO	NEW YORK
213.250.1800	415.362.2580	619.233.1006	714.545.9200	909.387.1130	916.564.5400	212.232.1300

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SPIRITUALITY FOR KIDS FOUNDATION, INCORPORATED
(Name of Corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Larry Markes
(Name of Person)

Lewis Brisbois Bisgaard & Smith
(Firm/Company)

221 North Figueroa Street, Suite 1200
(Address)

Los Angeles, California 90012
(City/State and Zip Code)

For further information concerning this matter, please call:

Dennis R. Kasper, Esq.

Larry Markes
(Name of Person)

at (213) 250-1800
(Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☒ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO
CONDUCT ITS AFFAIRS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN
THE STATE OF FLORIDA:*

1. SPIRITUALITY FOR KIDS FOUNDATION, INCORPORATED
(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
2. California 3. 91-2162623
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. August 22, 2001 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. October 1, 2003
(Date corporation first conducted Affairs in Florida - See sections 617.1501, 617.1502, and 817.135, F.S.)
7. 1046 South Robertson Boulevard, Los Angeles, California 90035
(Principal office address)

(Current mailing address)

- conduct of religious and educational activities for elementary-school
8. children, particularly in traditional Jewish practices
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

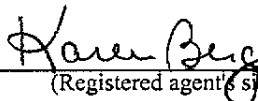
Name: Karen Berg

Office Address: 84-11 West Palmetto Road

Boca Raton, Florida 33433
(City) (Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Batya Solomon

Address: 1046 South Robertson Boulevard, Los Angeles, California 90035

Vice Chairman: _____

Address: _____

Director: Matilda Mansheroff

Address: 1046 South Robertson Boulevard, Los Angeles, California 90035

Director: Georgia Marshall

Address: 1046 South Robertson Boulevard, Los Angeles, California 90035

B. OFFICERS

President: BATYA SOLOMON

Address: 1046 South Robertson Boulevard, Los Angeles, California 90035

Vice President: _____

Address: _____

Secretary: GEORGIA MARSHALL

Address: 1046 South Robertson Boulevard, Los Angeles, California 90035

Treasurer: MATILDA MANSHEROFF

Address: 1046 South Robertson Boulevard, Los Angeles, California 90035

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Batya Solomon
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. BATYA SOLOMON, President
(Typed or printed name and capacity of person signing application)



SECRETARY OF STATE
CERTIFICATE OF STATUS
DOMESTIC CORPORATION

I, KEVIN SHELLEY, Secretary of State of the State of California, hereby certify:

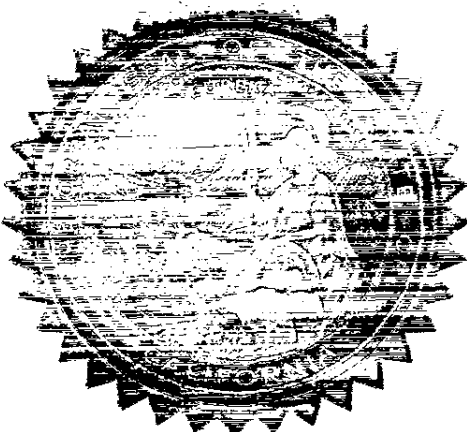
That on the **22nd day of August, 2001**, **SPIRITUALITY FOR KIDS FOUNDATION** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this day
of October 2, 2003.



Kevin Shelley
KEVIN SHELLEY
Secretary of State