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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LAW OFFICES

Ronald L. Miller

VENTURE CORPORATE CENTER I
SUITE 320
3440 HOLLYWOOD BOULEVARD
HOLLYWOOD, FLORIDA 33021
(954) 961-7706 (BROWARD)
(954) 967-8577 (FAX)

June 3, 2004

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

RE: Boys Town Jerusalem Foundation of America, Inc.

Dear Sir/Madam:

Kindly be advised that this office represents Boys Town Jerusalem Foundation of America, Inc. regarding their Registration of their corporation to conduct business in the State of Florida.

In this regard, I am enclosing the following documentation regarding this Application:

1. Transmittal Letter.
2. Application by Foreign Not-For-Profit Corporation for Authorization to Conduct its Affairs in Florida.
3. Names and addresses of officers and/or directors.
4. Original Certificate of Existence from the State of New York dated March 8, 2004.
5. Notice of Tax Exempt Status of Boys Town Jerusalem Foundation of America, Inc. from the Department of Treasury, Internal Revenue Service.
6. My Law Office Check payable to the Florida Department of State in the amount of \$78.75 regarding the Filing Fee and Certificate of Status.

Kindly forward the Letter of Acknowledgment along with the Certificate of Status for Boys Town Jerusalem Foundation of America, Inc. to this office at your earliest convenience.

Thank you in advance for your cooperation in this matter, and should you have any questions at all,

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FLORIDA
SECRETARY OF STATE

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please do not hesitate to contact me.

Very truly yours,

RONALD L. MILLER, ESQ.

Ronald L. Miller

RLM:jm
Encls.

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: BOYS TOWN JERUSALEM FOUNDATION OF AMERICA, INC.
(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:

NOAH DAVIS
(Name of Person)

BOYS TOWN JERUSALEM FOUNDATION OF AMERICA, INC.
(Firm/Company)

5329 W. ATLANTIC AVE., 205-B
(Address)

DELRAY BEACH, FL 33484
(City/State and Zip Code)

For further information concerning this matter, please call:

NOAH DAVIS at (561) 496-6277
(Name of Person) (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

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 TALLAHASSEE, FLORIDA
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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. BOYS TOWN JERUSALEM FOUNDATION OF AMERICA, INC.
(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. NEW YORK 3. 11-5324002
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. AUG. 16, 1984 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. JAN. 4, 2004
(Date corporation first conducted Affairs in Florida - See sections 617.1501, 617.1502, and 817.155, F.S.)
7. 12 WEST 31ST STREET, SUITE 300, NEW YORK, NY 10001
(Principal office address)
- as above -
(Current mailing address)
8. FUNDRAISING
(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: NOAH DAVIS

Office Address: 5329 W. ATLANTIC AVE, 205B

DELRAY BEACH, Florida 33484
(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.

Noah Davis
(Registered agent's signature)

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TALLAHASSEE, FLORIDA

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.

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

A. DIRECTORS

Chairman: Raphael Benaroya

Address: 179 Lincoln Street

Englewood, NJ 07631

Vice Chairman: Rabbi Moshe Linchner

Address: 59 Rechov Bayit Vegan

Jerusalem 96-386

Director: Joseph Garay

Address: 159 East 30th Street

New York, NY 10016

Director: Hugh Greenberg

Address: 150 E. 69th Street, #15B

New York, NY 10021

B. OFFICERS

President: Michael J. Scharf

Address: 730 Park Avenue

New York, NY 10021

Vice President: Rabbi Ronald L. Gray

Address: 274 Ardmore Avenue

Staten Island, NY 10314

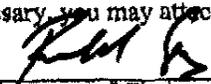
Secretary: Gilbert Aronowitz

Address: 20 Canterbury Road, Apt. #1j, Great Neck, NY 110

Treasurer: Julius Gewirtz

Address: 150 East 69th St., #28H, New York, NY 10021

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

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

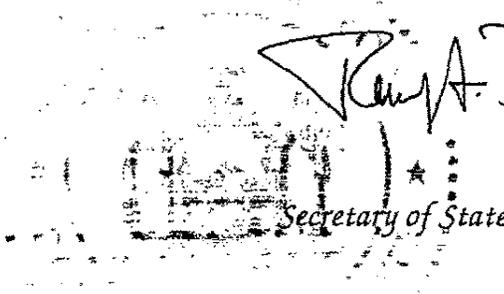
14. Rabbi Ronald L. Gray (Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALMADGE BLDG.
WASHINGTON, DC

State of New York | ss:
Department of State

I hereby certify, that the Certificate of Incorporation of BOYS TOWN JERUSALEM FOUNDATION OF AMERICA, INC. was filed on 08/16/1984, as a Not-for-Profit Corporation and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 08th day of March
of two thousand and four.



Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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III B2
Internal Revenue Service

District
Director

Department of the Treasury

35 Tillary St., Brooklyn, N.Y. 11201

Date: FEB 14 1992

Boys Town Jerusalem
Foundation of
America, Inc.
81 Fifth Avenue, Suite 801
New York, NY 10003-3028

Person to Contact:
Patricia Holub
Contact Telephone Number:
(718) 780-4501
EIN: 11-5324002

Dear Sir or Madam:

Reference is made to your request for verification of the tax exempt status of Boys Town Jerusalem Foundation of America, Inc.

A determination or ruling letter issued to an organization granting exemption under the Internal Revenue Code remains in effect until the tax exempt status has been terminated, revoked or modified.

Our records indicate that exemption was granted as shown below.

Sincerely yours,

Patricia Holub

acting Patricia Holub
Manager, Customer
Service Unit

Name of Organization: Boys Town Jerusalem
Foundation of America, Inc.

Date of Exemption Letter: April 1988

Exemption granted pursuant to section 501(c)(3) of the
Internal Revenue Code.

Foundation Classification (if applicable): Not a private
foundation as you are an organization described in sections
509(a)(1) and 170(b)(1)(A)(vi) of the Internal Revenue Code.