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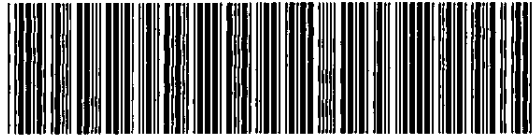
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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Birthright Israel NEXT, 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:

Carol Ilasi, Legal Assistant
(Name of Person)

Perlman & Perlman, LLP
(Firm/Company)

41 Madison Avenue

Suite 4000
(Address)

New York, New York 10010-2202
(City/State and Zip Code)

For further information concerning this matter, please call:

Carol Ilasi, Legal Assistant at (212) 889-0575
(Name of Person) (Area Code & Daytime Telephone Number)

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

STREET/COURIER ADDRESS:
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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. Birthright Israel NEXT, 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

(State or country under the law of which it is incorporated)

3. 26-3733917

(FEI number, if applicable)

4. 11-12-2008

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Filing of Application

(Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S. to determine penalty liability.)

7. 33 East 33rd Street, 7th Floor, New York, New York 10016

(Principal office address)

33 East 33rd Street, 7th Floor, New York, New York 10016

(Current mailing address)

8. To foster and promote Jewish community, culture and identity among Jewish young adults and their peers.

(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 **NOT** acceptable)

Name: Lindsay Litowitz

Office Address: 421 Washington Avenue, Suite 202

Miami Beach

(City)

Florida 33139

(Zip Code)

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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.

Lindsay Litowitz
(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.

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

A. DIRECTORS

Chairman: Michael Steinhardt - Chair/Director

Address: 650 Madison Avenue, Floor 17

New York, New York 10022

Vice Chairman: Lynn Schusterman - Vice-Chair/Director

Address: P.O. Box 51

Tulsa, Oklahoma 74101

Director: Alvin Levitt - Vice-Chair/Director

Address: 1 Embarcadero Center, 30th Floor

San Francisco, CA 94111

Director: Dan Och - Secretary/Director

Address: 9 West 57th Street, 39th Floor

New York, New York 10019

B. OFFICERS

President: Michael Steinhardt - Chair

Address: 650 Madison Avenue, Floor 17

New York, New York 10022

Vice President: Lynn Schusterman - Vice-Chair

Address: P.O. Box 51

Tulsa, Oklahoma 74101

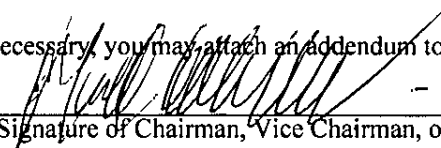
Secretary: Dan Och

Address: 9 West 57th Street, 39th Floor, New York, NY 10019

Treasurer: Robert Aronson

Address: 33 East 33rd Street, 7th Floor, New York, New York 10016

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

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

14. Michael Steinhardt
(Typed or printed name and capacity of person signing application)

State of New York
Department of State } **ss:**

I hereby certify, that the Certificate of Incorporation of BIRTHRIGHT ISRAEL NEXT, INC. was filed on 11/12/2008, 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 an existing corporation.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 17th day of March
two thousand and nine.*

Daniel Shapiro
Special Deputy Secretary of State