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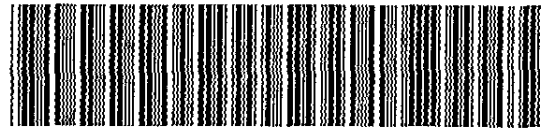
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TALLAHASSEE, FLORIDA

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LAW OFFICES
JOHNSON & KOEPEL, P.L.
27 SOUTH ORANGE AVENUE
SUITE TWO
SARASOTA, FLORIDA 34236
TELEPHONE (941) 906-1480
FACSIMILE (941) 906-1470

ROBERT M. JOHNSON

RONALD E. KOEPEL*
*also admitted in Illinois

June 20, 2003

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

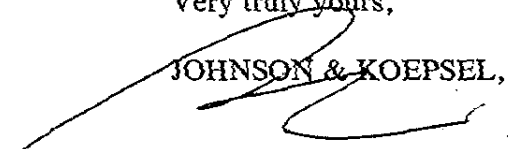
In Re: HOLOCAUST EDUCATION AND COMPASSIONATE CONDUCT, INC.

To Whom It May Concern:

We are enclosing Articles of Incorporation of Holocaust Education and Compassionate Conduct, Inc., and a check for \$78.75 for filing.

Please transmit the Certificate of Incorporation and certified copy of the Articles to the undersigned at the above address in the enclosed FedEx return envelope.

Very truly yours,


JOHNSON & KOEPEL, P.L.

Robert M. Johnson

RMJ/mb

Encl: Check \$78.75

Articles of Inc., in duplicate

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**ARTICLES OF INCORPORATION
OF
HOLOCAUST EDUCATION AND COMPASSIONATE CONDUCT, INC.**
A Florida Not-For-Profit Corporation

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation desiring to form a not-for-profit corporation under the provisions of Chapter 617, Florida Statutes, do hereby adopt the following Articles of Incorporation.

**ARTICLE I
NAME OF CORPORATION**

The name of the Corporation is: **HOLOCAUST EDUCATION AND COMPASSIONATE CONDUCT, INC.** and the initial principal address of the corporation is 1516 Pelican Cove Road, GR 243, Sarasota, Florida 34231.

**ARTICLE II
CORPORATE EXISTENCE**

The period of duration of this corporation is perpetual, unless dissolved according to law. Corporate existence shall commence upon the filing of the Articles of Incorporation by the Department of State of Florida.

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt to organizations described in section 501(c)(3) and 170(c)(2) of the Code or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or local government for exclusive public purpose.

**ARTICLE III
PURPOSES**

The purposes for which the corporation is organized are as follows:

1. To establish a center providing for Holocaust education and the teaching of compassionate conduct, tolerance and co-existence among people.
2. To receive and hold by gift, bequest or purchase any real property and to manage, invest and reinvest the same and to use and dispose of the same for scientific, educational or charitable purposes, all for the advancement of the corporations purposes and objectives and the encouragement and continuation of their established goals and objectives; to hold, either absolutely or in trust for any of said purposes, funds and property of all kinds subject only to any limitations or conditions imposed by law or the instrument under which said property is received; to sell, lease, convey or otherwise dispose of any such property and to invest and

reinvest the same or any proceeds thereof and to deal with and expand the principal and income for any of said purposes; to act as trustee; and, in general, to exercise any, all and every power, including trust powers, which a corporation not for profit organized under the laws of the State of Florida for the forgoing purposes can be authorized to exercise.

3. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda, intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under 501(c)(3), of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). This corporation shall utilize all donations, contributions, gifts and bequests for the purposes which promote, advance and encourage the spirit of the purposes as set forth in ARTICLE III.

ARTICLE IV POWERS

The powers of the corporation shall include and be governed by the following:

To carry on any business whatsoever which the corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated, directly or indirectly, to promote the interests of this corporation or to enhance the value of its property, to conduct business in this state, in other states, in the District of Columbia, in the territories and colonies of the United States and in foreign countries, and to hold, purchase, mortgage and convey real and personal property, either in or out of the State of Florida, and to have and to exercise all the powers conferred by the State of Florida upon corporations not for profit formed under the act pursuant to and under which this corporation is formed.

ARTICLE V MEMBERSHIP

The corporation shall not have members.

ARTICLE VI REGISTERED OFFICE

The address and city of the initial registered office of the corporation is: 1516 Pelican Cove Road, GR 243, Sarasota, Florida 34231, and the registered agent at such address is: JOEL ELKES, M.D.

ARTICLE VII
DIRECTORS

The business affairs of this corporation shall be managed by a board of directors of no less than three (3) persons and no more than fifteen (15) persons. The number of Directors and the term of office and manner of election will be as provided by the By-Laws.

ARTICLE VIII
INCORPORATOR

The name and address of the incorporators are:

JOEL ELKES, M.D. and SALLY RUTH LUCKE-ELKES
1516 Pelican Cove Road, GR 243
Sarasota, Florida 34231

ROBERT M. JOHNSON
27 South Orange Avenue, Suite Two
Sarasota, Florida 34236

ARTICLE IX
OFFICERS

Section 1: The officers of the corporation will be President, Vice President, a Secretary, a Treasurer and such other officers as may be provided in the By-Laws. The duties of each officer shall be set forth in the By-Laws.

Section 2: The names of the persons who are to serve as officers of the corporation for the ensuing year, or until the first annual meeting of the corporation, are:

OFFICE	NAME AND ADDRESS
President	Joel Elkes, M.D. 1516 Pelican Cove Road, GR 243 Sarasota, Florida 34231.
Vice President	Sally Ruth Lucke-Elkes
Secretary	1516 Pelican Cove Road, GR 243 Sarasota, Florida 34231

ARTICLE X
BY-LAWS

Section 1: The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2: Upon proper notice, the By-Laws may be amended, altered or rescinded by a two-thirds (2/3) vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

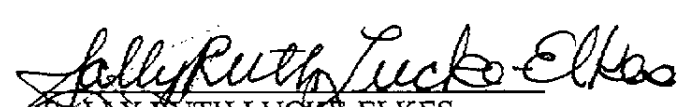
ARTICLE XI
AMENDMENTS

Section 1: These Articles of Incorporation may be amended at a special meeting of the Directors called for that purpose, by a two-thirds (2/3) vote of those members present.

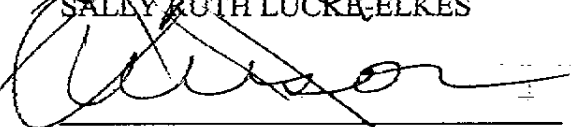
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 19th day of June, 2003.



JOEL ELKES, M.D.



SALLY RUTH LUCKE ELKES



ROBERT M. JOHNSON

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared Joel Elkes, M.D., Sally Ruth Lucke-Elkes and Robert M. Johnson to me known personally or have produced _____ to be the persons in and who executed the foregoing instrument, who being first duly sworn, acknowledged before me that they executed the same. (If no type of identification is indicated the person is personally known to me.)

WITNESS my hand and official seal in the County and State last aforesaid this 19 day of JUNE, 2003.

(Notary Seal)



Ronald E Koepsel
My Commission DD200123
Expires April 03, 2007

Ronald E. Koepsel
Notary Public

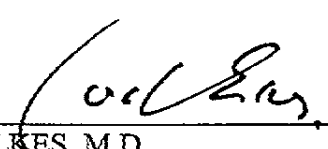
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.050 I, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: **HOLOCAUST EDUCATION AND COMPASSIONATE CONDUCT, INC.**

2. The name and address of the registered agent and office is:

JOEL ELKES, M.D.
1516 Pelican Cove Road, GR 243
Sarasota, Florida 34231.

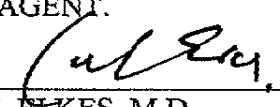


JOEL ELKES, M.D.
TITLE: Resident Agent

DATE: June 19, 2003

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TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 

JOEL ELKES, M.D.

DATE June 19, 2003