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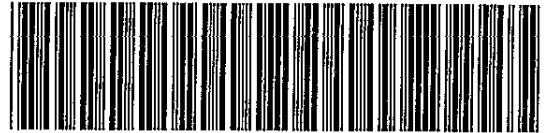
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

04 JAN 14 AM 7:16

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LAW OFFICES  
**COTTRELL, WARCHOL, MERCHANT & ROLLINGS, L.L.P.**

A FLORIDA LIMITED LIABILITY PARTNERSHIP  
FEIN 59-2851736

MARTHA S. WARCHOL  
WILLIAM C. MERCHANT  
Certified Circuit Court Mediator  
Court Appointed Arbitrator

HARVEY ROLLINGS  
Certified Family Law Mediator  
Certified Circuit Court Mediator

J. PATRICK BUCKLEY  
MICHAEL A. POHL

JAMES L. COTTRELL  
Of Counsel

1833 SOUTHEAST 47TH TERRACE  
CAPE CORAL, FLORIDA 33904  
OR  
POST OFFICE BOX 100787  
CAPE CORAL, FLORIDA 33910

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FAX (239) 542-8627  
REAL ESTATE FAX (239) 542-5689  
E-MAIL: Buckley@law.com

January 12, 2004

Department of State Division of Corporations  
Corporate Filings  
Post Office Box 6327  
Tallahassee, FL 32314

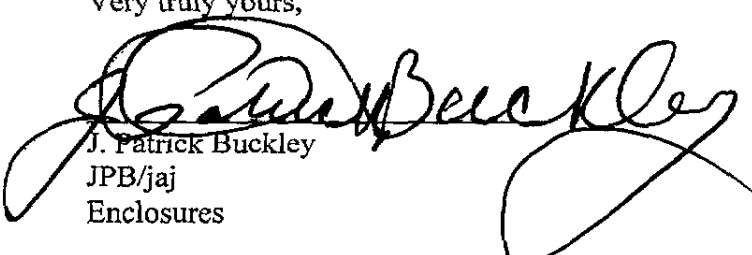
RE: Articles of Incorporation - Mitzvah.TV, Inc.

Dear Secretary:

Enclosed please find the Articles of Incorporation for Mitzvah.TV, Inc. Also enclosed is our client's check in the amount of \$70.00 for the filing fee and designation of registered agent. Please return the file stamped Articles to us forwarding to our client.

Please feel free to call me if you have any questions. I remain,

Very truly yours,



J. Patrick Buckley

JPB/jaj

Enclosures

ARTICLES OF INCORPORATION  
OF  
MITZVAH.TV, INC.

**FILED**  
04 JAN 14 AM 7:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned do hereby associate themselves together for the purpose of forming a corporation under the laws of the State of Florida under the corporate name **MITZVAH.TV, INC.**, and hereby set forth and declare:

C H A R T E R

Article I

The name of the corporation shall be **MITZVAH.TV, INC.**, located at 5100 S. Cleveland Avenue, #318387, City of Fort Myers, County of Lee, State of Florida, whose principal office is located at 5100 S. Cleveland Avenue, #318387, Fort Myers, FL 33907.

Article II

This is a non-profit corporation organized solely for general charitable and eleemosynary purposes pursuant to Chapter 617, Florida Statutes.

A. This corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code.

B. This corporation shall have and exercise all rights and powers conferred on corporations not-for-profit under the laws of

the State of Florida which are in effect at the time of filing the Articles of Incorporation and, specifically, those powers set forth in Chapter 617, Florida Statutes, provided, however, that this corporation is not empowered to engage in any activity which, in itself, is not in furtherance of its purpose as set forth in paragraph A of this Article. Additionally, this corporation shall have the power to purchase, lease, acquire, improve, construct, own, hold, use, maintain, manage, operate, exchange, encumber, sell, convey, mortgage and pledge, or otherwise dispose of, real and personal property of every kind, nature, or description as may be necessary or desirable to promote the principal purpose of this corporation; and to make and perform contracts of every kind without limitation as to amount, with any person, firm, association, business organization, municipality, state, government, or political subdivision as may be necessary or desirable to promote the primary purpose of this corporation.

C. No part of the net earnings, properties or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or a member or director of this corporation, and on liquidation or dissolution, all properties and assets of this corporation remaining after paying or providing for the satisfaction of all debts and obligations shall be distributed and paid over to such fund, foundation, or corporation organized and operated for charitable purposes as the Board of Trustees shall determine under Internal Revenue Code §501(c)(3) or as the same may be amended.

D. This corporation shall not, as a substantial part of its activities, carry on propaganda, or otherwise attempt to influence legislation.

E. This corporation shall not participate in, or intervene in, including the publishing or distribution of statements (any political campaign) on behalf of any candidate for public office.

F. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal Tax Laws.

G. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal Tax Laws.

H. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Tax Code, or any corresponding provisions of any subsequent Federal Tax Laws.

I. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Tax Code, or any corresponding provisions of any subsequent Federal Tax Laws.

J. The corporation shall distribute its income for each taxable year at such time and in such manner so as to not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Tax Code, or any corresponding provisions of any subsequent Federal Tax Laws.

### Article III

The registered office and street address for the initial registered office of the corporation is as follows: 1633 S.E. 47<sup>th</sup> Terrace, Cape Coral, FL 33904 and the name of its registered agent as such address is: J. Patrick Buckley, Esq.

### Article IV

The term for which this corporation shall exist shall be perpetual or until the corporation shall be dissolved in accordance with the provisions of law.

### Article V

The qualification of members and the manner of admitting shall be as follows: each individual or legal entity who is nominated by a member and who is accepted for membership by an admission committee, appointed for that purpose by the president, shall, upon payment of dues as provided for in the Bylaws of this corporation, be a member for the calendar year in which the contribution was made, and succeeding years upon the payment of membership dues as provided for in the bylaws of the corporation. Each member of the corporation shall be entitled to one vote at all membership meetings. The bylaws may provide for honorary membership for individuals who do not qualify for membership in the corporation but are deemed worthy of such office by the board of directors, who are authorized to appoint honorary members.

### Article VI

The names and residences of the subscribers to these Articles of Incorporation who are the incorporators, are as follows:

**ANDREW S. MEYERSON, 5100 Cleveland Avenue, #318387, Fort Myers, FL 33907**

**Article VII**

The affairs of the corporation are to be managed by a board of directors comprised of not less than three (3) individual members of the corporation and they shall be elected by the members at the annual meeting of the corporation. The number of directors and time and place of the election of directors shall be fixed and established in the bylaws of the corporation from time to time. The board of directors annually shall elect from among the membership of said board, a president, a vice-president and a treasurer, and such other officers as shall be established and provided for in the bylaws.

**Article VIII**

Election of Executive Committee. The board of directors shall have authority to elect from among its membership an executive committee, the number of members of which shall be prescribed in the bylaws, and which shall, to the extend provided by the bylaws, transact business of the corporation between meetings of the board of directors.

**Article IX**

The names of the officers who shall serve until the first election pursuant to these Articles of Incorporation are as follows:

President

**ANDREW S. MEYERSON**

Vice-President

**ROSEANN MEYERSON**

Secretary/Treasurer

**J. PATRICK BUCKLEY**

#### Article X

The number of persons constituting the first board of directors shall be three (3), and the names and residences of the persons who shall serve as directors until the first election hereunder are the following:

**ANDREW S. MEYERSON**, 5100 S. Cleveland Avenue, #318387, Fort Myers, FL 33907

**ROSEANN MEYERSON**, 5100 S. Cleveland Avenue, #318387, Fort Myers, FL 33907

**J. PATRICK BUCKLEY**, 1633 S.E. 47<sup>th</sup> Terrace, Cape Coral, FL 33904

#### Article XI

The board of directors shall the power to make, adopt, alter, amend and rescind the bylaws of the corporation.

#### Article XII

The board of directors of this corporation shall have the power to adopt amendments to these Articles of Incorporation by a majority vote of the directors then in office, subject, however, to the statutory requirement for approval by and filing with the Secretary of State of the State of Florida.

#### Article XIII

This corporation is one which does not contemplate pecuniary gain or profit to the members thereof and it is organized solely for non-profit purposes. On the winding up and dissolution of this corporation, after payment of or adequate provision for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation or corporation which organized and operated exclusively for charitable or scientific purposes or both, and which has established its tax exempt status



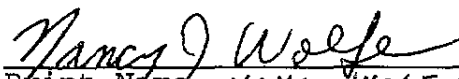
under Section 501(c)(3) of the Internal Revenue Code. If this corporation holds any assets in trust, such assets shall be disposed of in such manner as shall be directed by decree of the Circuit Court of the county in which this corporation's principal office is located, on petition therefore by any one of the remaining board of directors.

The undersigned, constituting the initial incorporator of this corporation, and including all persons named herein as the subscribers, for the purpose of forming this non-profit charitable and eleemosynary corporation under the laws of the State of Florida, have executed these Articles of Incorporation this \_\_\_\_ day of January, 2004.

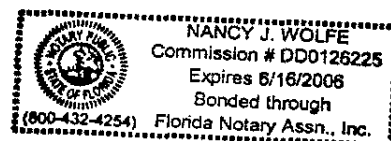
  
\_\_\_\_\_  
ANDREW S. MEYERSON

STATE OF FLORIDA  
COUNTY OF LEE

The foregoing instrument was acknowledged before me this \_\_\_\_ day of January, 2004, by **ANDREW S. MEYERSON**, who is personally known to me or who has produced \_\_\_\_\_ as identification, who did not take an oath and who made and subscribed to the foregoing Articles of Incorporation, and certifies and acknowledges that he made and executed said certificate for the use and purposes therein expressed.

  
Print Name: NANCY WOLFE  
Notary Public

My commission expires:



ACKNOWLEDGMENTS:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 

J. PATRICK BUCKLEY,  
Registered Agent