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FLORIDA NON-PROFIT CORPORATION  
YESHIVA SHEMA ISRAEL, INC.

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NINTH JUDICIAL CIRCUIT  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
YESHIVA SHEMA ISRAEL, INC.

The undersigned, pursuant to Chapter 617, Florida Statutes, files these articles for the purpose of becoming incorporated under the laws of the State of Florida as a corporation not for profit, and adopts the following Articles of Incorporation.

ARTICLE I- CORPORATE NAME

The name of this Corporation is: YESHIVA SHEMA ISRAEL, INC.

ARTICLE II- TERMS OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the filing of these articles.

ARTICLE III- NATURE OF BUSINESS AND POWERS

The principal nature and purposes for which this corporation is organized are:

a) To establish a theological and biblical studies academy with the objective of giving Judeo-Messianic congregations capable, future leaders and support. To prepare, train and develop future rabbis, who in turn will become future community leaders.

b) To assist in the development, education and promotion of Judeo-Christian principles and human rights.

c) To promote unity of all people of all races, who believe and love God, respect human rights and are willing to participate in the effort to spread God's word throughout the world.

d) To provide a forum for people regardless of race, creed or color to obtain training, tutoring, scholarships and guidance in the pursuit of the word of God.

e) The corporation shall be empowered to publish newspapers, pamphlets, books and magazines; acquire, rent, lease, let, hold, own, buy, convey, mortgage, bond, sell or assign property; real, personal or mixed; as the purposes of the corporation whether express or implied shall require, associate itself with other persons, corporate or natural, for the purpose of becoming a member of an in otherwise associating itself with other corporations or association of a similar or like nature; collect dues, fees, rents, fines, subscriptions and other revenues to the advantage of the corporation; to make and sell religious objects and to do and perform all such other acts, including those generally allowed by the laws of the State of Florida relative to corporations not for profit, as now existing, or as the law may henceforth provide, as from time may be necessary or expedient in the exercise of any and all of its corporate functions, powers and rights.

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a) To do and perform all such acts and things, allowed by the Laws of the United States and the laws of the State of Florida relative to corporations not for profit.

ARTICLE IV- MEMBERSHIP

The members of this corporation shall be subscribers, and such other persons as may from time to time be elected to membership by the members of the corporation.

ARTICLE V- BOARD OF DIRECTORS

There shall be two (2) members on the initial Board of Directors of the Corporation. The Director(s) shall be appointed every two years by a majority vote. The number of director(s) may be increased or diminished from time to time by the Bylaws adopted by the membership, but shall never be less than one.

ARTICLE VI- INITIAL DIRECTOR(S)

The name of the initial directors of this Corporation and their street addresses are:

<u>NAME</u>	<u>ADDRESS</u>
Rabbi Manuel David Goffman	7120 S.W. 30th Road Miami, FL 33155
Rosa Ana Goffman	7120 S.W. 30th Road Miami, FL 33155

The persons named as initial director shall hold office for the first two years of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

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ARTICLE VII-OFFICER(S)

The affairs of the corporation shall be conducted by a President, Secretary and Treasurer. The name of the initial officer to serve until appointment by the Board of Director(s).

Rabbi Manuel David Goffman                      President/Secretary

Rosa Ana Goffman                                      Treasurer

ARTICLE VIII-LIQUIDATION

Provision for the regulation of internal affairs of the Corporation, including the distribution of assets upon dissolution or final liquidation shall require that:

The assets of the corporation shall be dedicated to the purposes hereinabove stated.

Upon dissolution or final liquidation, such assets shall be distributed by operation of law.

ARTICLE IX- REGISTERED AGENT AND PRINCIPAL OFFICE

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be: Rosa Ana Goffman 7120 S.W. 30th Road, Miami, FL 33155. The Address of the Principal office of this Corporation shall be: 7120 S.W. 30th Road, Miami, FL 33155.

The Board of Directors from time may move the Registered Office to any other address in the State of Florida.

ARTICLE X- BYLAWS

The Bylaws of the Corporation shall be made by the subscribers hereto and thereafter changed, modified or rescinded by a majority board of the existing membership.

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ARTICLE XI- AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the membership and approved by a majority.

ARTICLE XII- INCOME DISTRIBUTIONS

The corporation will distribute its income for each year at such time and in such manner that it will not become subject to the tax on undistributed income imposed by section 4392 of the Internal Revenue Code and/or corresponding provisions of any subsequent tax laws. The corporation will not engage in any act of self-dealing as defined in section 4941 (d) of the Internal Revenue Code.

The corporation will not retain any excess business holdings as defined in section 4943 (c) of the Internal Revenue Code.

The corporation will not make any investments in a manner that would subject it to taxes under section 4944 of the Internal Revenue Code.

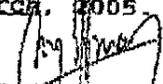
The corporation will not make any taxable expenditures as defined in section 4945 (d) of the Internal Revenue Code.

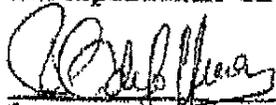
ARTICLE XIII- INCORPORATORS

The names and residence addresses of the subscribers to these articles of incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Rabbi Manuel David Goffman	7120 S.W. 30th Road Miami, FL 33155
Rosa Ana Goffman	7120 S.W. 30th Road Miami, FL 33155

IN WITNESS WHEREOF, the undersigned, Incorporators, have executed the foregoing Article of Incorporation on this 11th day of March, 2005

  
\_\_\_\_\_  
Rabbi Manuel David Goffman  
INCORPORATOR

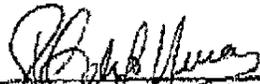
  
\_\_\_\_\_  
Rosa Ana Goffman  
INCORPORATOR

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TALLAHASSEE, FLORIDA

YBSHIVA SHEVA ISRAEL, INC.  
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ACKNOWLEDGEMENT OF REGISTERED AGENT

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.



Rosa Ana Goffman  
REGISTERED AGENT

STATE OF FLORIDA        )  
                                  )  
COUNTY OF MIAMI-DADE    )

BEFORE ME, the undersigned authority, duly authorized to administer oaths, personally appeared Rosa Ana Goffman, the person described as Incorporator and Registered Agent and Rabbi Manuel David Goffman, described as incorporator, who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation, on this 11th day of March, 2005.

I relied on their respective Florida Driver's Licenses for identification, to-wit \_\_\_\_\_

\_\_\_\_\_  
NOTARY PUBLIC AT LARGE  
STATE OF FLORIDA