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8100 BAIS CHAYA, INC.

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March 1, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CORPORATION SERVICE COMPANY

SUBJECT: 8100 BAIS CHAYA, INC.
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**ARTICLES OF INCORPORATION
OF
8100 BAIS CHAYA, INC.
A Florida Corporation Not-For-Profit**

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is 8100 BAIS CHAYA, INC.

ARTICLE II - PURPOSES

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

1. To operate as a Corporation not-for-profit pursuant to Chapter 617 of the Florida Statutes.
2. This Corporation is organized exclusively for charitable, religious, educational and other purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986 (the "IRC"), or the corresponding provisions of any future United States Internal Revenue Law. The organization will be run in accordance with the principals of Torah-Halachic tradition in general and Chabad-Lubavitch customs in particular, and for all other lawful purposes which this Corporation may undertake and maintain its status under the IRC §501(c)(3).
3. Generally, to have and exercise all rights and powers conferred on non-profit Corporations under the laws of the State of Florida, or which may hereafter be conferred, including the power to contract, rent, buy, or sell personal or real property.
4. Notwithstanding any of the above statements of purposes or powers, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this Corporation.
5. In the event of dissolution, the residual assets of the organization, after necessary expenses thereof, will be turned over to an exempt organization as defined in §501(c)(3) and §170(c)(2) of the IRC of 1986 or corresponding sections of any prior or future IRC, or to the Federal, State, or local governments for exclusive public purpose. Notwithstanding any other provisions of these articles, the Corporation is organized exclusively for one or more of the purposes as specified in §501(c)(3) of the IRC of 1954 and shall not carry on any activities not permitted to be carried on by a Corporation exempt from Federal income tax under IRC §501(c)(3) or corresponding provisions of any subsequent Federal tax laws. No part of the net earnings of the Corporation, shall inure to the benefit of any member, trustee, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, trustee, officer of the Corporation or

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any private individual shall be entitled to share in the distribution of any of the Corporation assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC §501(h)), and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE III - MEMBERS

The qualifications for members and the manner of their admission to membership shall be regulated by the By-Laws for this Corporation.

ARTICLE IV— TERM OF EXISTENCE

This Corporation shall exist perpetually unless sooner dissolved by law. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the IRC, or corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V-INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Paul D. Gottfried
701 West Cypress Creek Road, Suite 303
Fort Lauderdale, Florida 33309

ARTICLE VI-DIRECTORS

1. The property, business and affairs of the Corporation shall be managed by a Board of Directors which shall initially consist of three (3) directors, but which number may be either increased from time to time by the By-Laws of the Corporation but which number shall never be less than three (3). The By-Laws shall provide for the method of election and the method of determining the number of directors.

2. The names and addresses of the initial directors, who shall hold office until their successors are appointed or elected, are as follows:

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Moshe Rabin
2898 N.W. 95th Avenue
Coral Springs, Ft 33065

Isaac Kodsi
701 West Cypress Creek Road, Suite 303
Fort Lauderdale, Florida 33309

Paul D. Gottfried
701 West Cypress Creek Road, Suite 303
Fort Lauderdale, Florida 33309

ARTICLE VII - OFFICERS

The officers of the Corporation shall consist of a president, vice-president, secretary, treasurer, and such other officers as the Board of Directors may from time to time by resolution create. The officers shall serve at the pleasure of the Board of Directors, and the By-Laws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. The names of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

- | | |
|------------------|---------------|
| • PRESIDENT | - MOSHE RABIN |
| • VICE-PRESIDENT | - ISAAC KODSI |
| • SECRETARY | - MOSHE RABIN |
| • TREASURER | - MOSHE RABIN |

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify, to the fullest extent permitted by law, any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, employee, officer or agent of the Corporation.

ARTICLE IX - BUY-LAWS

The first By-Laws shall be adopted by the Board of Directors and may be altered, amended or rescinded at any time by the Directors in the manner provided by the By-Laws.

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ARTICLE X - AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

1. A majority of the Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote and a meeting of the members, which may be the annual or a special meeting.
2. Written notice setting forth the proposed amendments or a summary of the changes to be effected thereby shall be given to each member entitled to vote thereon within the time and in the manner provided in the by-laws for the giving of notice of a meeting of the members. If the meeting is an annual meeting, the proposed amendment or such a summary may be included in the notice of such meeting.
3. At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of the entire membership, of the Corporation.
4. Any number of amendments may be submitted to the members and voted upon by them at any one meeting.
5. If all of the directors and all of the members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though the above requirements had been satisfied.

ARTICLE XI - INITIAL PRINCIPAL

The address of the Corporation's initial principal office and mailing address shall be:
8100 University Drive, Tamarac Florida 33321

ARTICLE XII - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the Corporation's registered agent shall be 701 West Cypress Creek, Suite 303, Fort Lauderdale, Florida 33309. The initial registered agent of the Corporation at that address is KODSI LAW FIRM, P.A.

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Having been named to accept service of process for the above stated Corporation at the place designated herein. KODSI LAW FIRM, P.A., hereby accept to act in this capacity, and agree to comply with the provisions of Florida law in connection thereto.

KODSI LAW FIRM, P.A.

Paul D. Gottfried
PAUL D. GOTTFRIED, ESQ.
For the Firm

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinabove named, for the purpose of forming this not-for-profit Corporation under the Laws of the State of Florida, have executed these Articles of Corporation on this 28th day of February, 2007.

Paul D. Gottfried
PAUL D. GOTTFRIED

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared Paul D. Gottfried who is personally known to me and who has executed the foregoing Articles of Incorporation this 28th day of February, 2007.

Wanda Tellechea
NOTARY PUBLIC

My commission expires:



Wanda Tellechea
My Commission DD287838
Expires March 15, 2008

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA