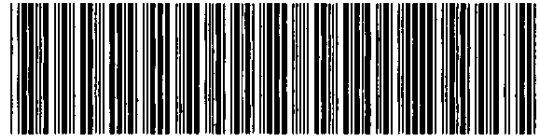


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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Welcome Moshiach, Inc.

**DOCUMENT NUMBER:** N07000011088

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Joseph A. Porrello  
(Name of Contact Person)

Joseph A. Porrello, P.A.  
(Firm/ Company)

P.O. Box 450249  
(Address)

Miami, Florida 33245  
(City/ State and Zip Code)

For further information concerning this matter, please call:

Joseph A. Porrello at ( 305 ) 374-0092  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- |   |   |  |  |
|---|---|--|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed) |
|---|---|--|--|

**Mailing Address**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
WELCOME MOSHIACH, INC.**

The undersigned, being the Directors of Welcome Moshich, Inc., a Florida not for profit corporation ("the Corporation"), hereby state as follows on behalf of the Corporation:

1. The Articles of Incorporation of Welcome Moshich, Inc., a Florida not for profit corporation, were filed on November 15, 2007 and assigned document number N07000011088.

2. The undersigned hereby certify, attest and serve notice that the Articles of Incorporation of the Corporation are hereby AMENDED and RESTATED to read in their entirety as follows:

**ARTICLE I NAME**

The name of the corporation shall be:

Welcome Moshich, Inc.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

18090 Collins Avenue, #770, Golden Beach, Florida 33160

**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is:

The purpose for which Welcome Moshich, Inc. is organized is exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

**ARTICLE IV LIMITED POWERS**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed 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 its exempt purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, 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. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

**ARTICLE V PERMANENT DEDICATION OF ASSETS**

Upon the dissolution of the corporation, assets shall be distributed for one or more

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exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, 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 public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation 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 VI RESTRICTED ACTIONS**

The corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any later Federal tax laws. The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later Federal tax laws.

The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any later Federal tax laws.

The corporation will not make any Investments in a manner that would subject to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any later Federal tax laws.

The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later Federal tax laws.

#### **ARTICLE VII MANNER OF ELECTION**

The manner in which the directors are elected or appointed:

The directors will be appointed in the manner provided for in the Corporation's Bylaws.

#### **ARTICLE VIII INITIAL DIRECTORS AND/OR OFFICERS**

List name(s), address(es) and specific title(s):

Matisyahu H. Abravanel, Director/President/Chief Operating Officer, 19201 Collins Ave Golden Beach, FL 33160

Herman Branover, Director/President, 189 Amsterdam Avenue, New York, New York 10023

Shneur Z. Gafne, Director/Chief Executive Officer, 11/1 Ral Bag Street, Bnei Brak, Israel IS 51460 IS

#### **ARTICLE IX INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the Registered Agent is:

Matisyahu H. Abravanel, 19201 Collins Ave Golden Beach, FL 33160

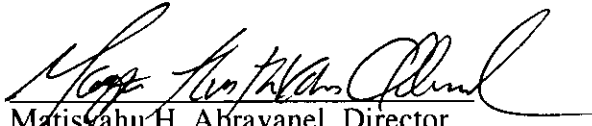
#### **ARTICLE X INCORPORATOR**

The name and address of the Incorporator is:

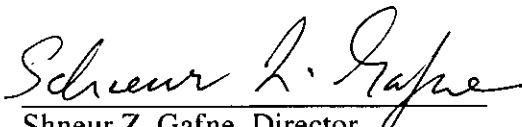
Joseph A. Porrello, P.A.  
P.O. Box 450249  
Miami, Florida 33245

This Amendment and Restatement of the Articles of Incorporation has been duly and unanimously authorized and directed by Unanimous Written Consent of the Directors of the Corporation dated as of June 19, 2008. This amendment and restatement of the Articles of Incorporation supersedes the original Articles of Incorporation of the Corporation.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed by the undersigned in their capacity as aforesated as of the 19<sup>th</sup> day of June, 2008 on behalf of the Corporation.

  
Matisyahu H. Abravanel, Director

\_\_\_\_\_  
Herman Branover, Director

  
Shneur Z. Gafne, Director