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FLORIDA PROFIT/NON PROFIT CORPORATION
Simcha Perlman Foundation, Inc.

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ARTICLES OF INCORPORATION
OF
SIMCHA PERLMAN FOUNDATION, INC.

The undersigned, acting as Incorporators of a Corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation of such corporation:

ARTICLE I

The name of this Corporation shall be:

SIMCHA PERLMAN FOUNDATION, INC.

The principal place of business of this corporation shall

3801 North 29th Avenue
Hollywood, Florida 33020

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ARTICLE II

The period of the duration of this corporation is perpetual unless dissolved according to law.

ARTICLE III

The purposes for which the corporation is organized are:

A. This corporation is organized and shall operate exclusively for charitable, education and scientific purposes; including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Sections 501(c)(3), 2055(a) and 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and this Corporation may engage in only such activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt educational, charitable and scientific purposes. In furtherance of such purposes, it may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on such activities.

B. Notwithstanding anything herein to the contrary, this corporation may exercise any and all, but no other, powers as are in furtherance of the exempt purposes of organizations set forth in Sections 501(c)(3), 2055(a) and 170(c)(2) of the Internal Revenue

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Code of 1986 and its Regulations as the same now exist, or as they may be hereafter amended from time to time.

C. No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any member, director or officer of the corporation or any other private individual in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Sections 501(c)(3), 2055(a) and 170(c) of the Internal Revenue Code of 1986. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

D. No part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, or of participating in, or intervening in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

E. In the event of the complete or partial liquidation or dissolution of the corporation, whether voluntary or involuntary, no member, director or officer shall be entitled to any distribution or division of the corporation's property or its proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively to an organization or organizations which themselves are exempt as organizations described in Sections 501(c)(3), 2055(a) and 170(c) of the Internal Revenue Code of 1986 (or corresponding sections of any prior or future law), or to the federal, state or local government for exclusively public purposes. Officers and Directors may be reasonably compensated for their services in winding up, liquidating and dissolving the corporation.

ARTICLE IV

All qualifications for members and the manner of their admission shall be as set forth in the corporation's by laws.

ARTICLE V

The number constituting the initial Board of Directors of the corporation is three (3), and the names and addresses of the persons who are to serve initially are:

<u>NAME</u>	<u>ADDRESS</u>
Alberto Perlman	3801 North 29th Avenue, Hollywood, Florida 33020
Rabbi Faivish Dalfin	3801 North 29th Avenue, Hollywood, Florida 33020
Michael Chesal	3801 North 29th Avenue, Hollywood, Florida 33020

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ARTICLE VI

This corporation is organized under a non-stock basis.

ARTICLE VII

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the Federal, State, or Local Government for exclusive public purpose.

ARTICLE VIII

The names and addresses of each incorporator is

Jonathan Feuerman, Esq.
SunTrust International Center
One SE 3rd Avenue, Suite 2950
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 15th day of January, 2010.

Signature of Incorporator

Jonathan Feuerman

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

THE FOREGOING instrument was acknowledged and sworn to before me this 15th day of January, 2010, by Jonathan Feuerman as incorporator of SIMCHA PEREMAN FOUNDATION, INC.



Stephanie Suggs
Notary Public
State of Florida at Large

My Commission Expires:
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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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.

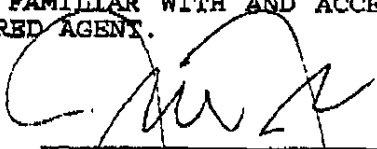
1. The name of the corporation is:

SIMCHA PERLMAN FOUNDATION, INC.

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

Jonathan Feuerman
SunTrust International Center
One SE 3rd Avenue, Suite 2950
Miami, Florida 33131

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 FORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Jonathan Feuerman

DATE January 15, 2010

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