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PUBLIC ACCESS SYSTEM

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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135- 02- 194
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H95000001003))) DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION
NAME: UNITED OUTREACH, INC.
FAX AUDIT NUMBER: H95000001003 CURRENT STATUS: REQUESTED
DATE REQUESTED: 01/26/1995 TIME REQUESTED: 13:44:27
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Help F1 Option Menu F2

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[Handwritten signatures and stamps]

**ARTICLES OF INCORPORATION
OF**

UNITED OUTREACH, INC.

A Florida corporation not-for-profit

This is to certify that we, the undersigned, for the purpose of forming a corporation under the provisions of Chapter 617 of the Florida Statutes, do hereby make, subscribe, acknowledge and file these Articles of Incorporation and certify that:

ARTICLE I

The name of this Corporation shall be as follows:

UNITED OUTREACH, INC.

ARTICLE II

The principal place and business of the Corporation shall be c/o Morton B. Zemel, 2450 N.E. Miami Gardens Drive, North Miami Beach, Florida 33180.

ARTICLE III

The purposes for which the Corporation is organized shall be as follows:

1. To enrich the lives of Jewish people by establishing, providing and supporting religious, educational and cultural programs of the Jewish faith.
2. To enrich the lives of Jewish people by establishing or assisting in the establishment of Jewish centers, temples, synagogues and other institutions or organizations

This instrument prepared by:
MORTON B. ZEMEL, ESQ.
2450 N.E. Miami Gardens Drive
North Miami Beach, FL 33180
FLORIDA BAR #0907523
(305) 932-0550

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for the congregating of people of the Jewish faith and financially supporting or assisting in the financial support of such Jewish centers, temples, synagogues, institutions or organizations.

3. To promote the welfare and well-being of people of the Jewish faith who are impoverished, infirm, elderly, ill or mentally or physically disabled by establishing or assisting in the establishment of Jewish centers and other institutions or organizations to assist such people and financially supporting or assisting in the financial support of such Jewish centers, institutions or organizations.

4. To promote the health and well being of people of the Jewish faith so that they can continue to pursue and participate in the study and observance of Jewish law, faith, custom and tradition, by establishing or assisting in the establishment of, or providing financial assistance to, clinics, hospitals, research facilities and other entities which provide preventive or remedial health care, or supply or develop prosthetic devices, implants or other mechanisms, devices, means or tools, to prevent, arrest, reverse or offset hearing or visual impairment among those of the Jewish faith.

5. To promote Orthodox Jewish education and the study of Torah and Talmudic law by establishing or assisting in the establishment of institutions of Jewish education and financially supporting or assisting in the financial support of (i) such newly established Jewish learning institutions, (ii) existing Jewish learning institutions, (iii) Rabbinical students, and (iv) scholars studying Talmudic law.

In order to carry out the foregoing purposes, the organization shall have the power

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to purchase, lease, or otherwise acquire, and to sell, mortgage or lease real property, improved or unimproved, or any interest therein in the State of Florida, or in any other state or territory of the United States of America, or in foreign countries, to the extent necessary or desirable for the corporate enterprises. This corporation shall have the power to borrow money and from time to time make, accept, endorse, execute and issue bonds, debentures, promissory notes, bill of exchanges and other obligations of the corporation for monies borrowed or for payment for property acquired, or for property acquired, or for any of the other uses, objects or purposes of the corporation or its business, and to secure the payments of such obligations by mortgage, pledge, endeavor, agreement or other instruments of trust, or by other lien upon assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation, wherever situate, whether now owned or hereafter to be acquired.

The foregoing clauses shall be considered both objects and purposes and it is hereby expressly provided that the foregoing statements of the specific objects and purposes shall not be held to limit and restrict in any manner the powers of this corporation, but that this corporation shall be entitled to enjoy the powers that religious non-profit corporations may have, under and by virtue of the laws of the State of Florida.

ARTICLE IV

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene in (including the publication or distribution of statements of) any political campaign on behalf of or in opposition to any candidate for public office.

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Notwithstanding any other provisions of these articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V

The qualifications for membership shall be as set forth in the By-Laws of this Corporation.

ARTICLE VI

The Corporation shall have perpetual existence.

ARTICLE VII

The names and residences of the incorporators and initial members are:

<u>NAME</u>	<u>ADDRESS</u>
Lyudmila Gandelsman	1684 East 18th Street Brooklyn, New York 11229
Genya Shpeker	1720 East 13th Street, Apt B6 Brooklyn, New York 11229
Yuriy Kasmen	1705 East 14th Street, Apt 4D Brooklyn, New York 11229

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ARTICLE VIII

The affairs of the Corporation shall be managed by the following elected officers:

PRESIDENT

VICE-PRESIDENT

SECRETARY/TREASURER

All elected officers shall be elected annually in the month of January by the membership.

ARTICLE IX

The name of the officers who are to serve until the first election hereunder are:

PRESIDENT: Vladimire Shvartsman

VICE-PRESIDENT: Samuil Khazin

SECRETARY/TREASURER: Ira Shenkerman

ARTICLE X

The governing body of this Corporation shall be called the Board of Directors. The Board of Directors shall consist of three (3) individuals. They shall be elected by the membership at the annual membership meeting in January. The names and addresses of the persons who are to serve as the Board of Directors until the first election are:

NAME

ADDRESS

1) Vladimire Shvartsman

2020 Avenue O, Apt. F4
Brooklyn, New York 11210

CONFIDENTIAL

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- 2) Samuil Khazin 1812 East 18th Street, Apt. 6A
Brooklyn, New York 11229
- 3) Ira Shenkerman 1781 East 17th Street
Brooklyn, New York 11229

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address is:

MORTON B. ZEMEL 2450 N.E. Miami Gardens Drive
Second Floor
N. Miami Beach, FL 33180

ARTICLE XI

The By-Laws of the Corporation are to be made, altered and rescinded by not less than a majority of the membership entitled to vote. The Board of Directors shall not have the power to amend the By-Laws.

ARTICLE XII

The membership may amend the within Articles of Incorporation by a majority vote of the Members entitled to vote. The Board of Directors shall not have the power to amend the Articles of Incorporation.

ARTICLE XIII

The membership, by majority vote shall have the power to remove any officer or director, with or without cause, at any time.

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ARTICLE XIV

Notwithstanding any other provision of these articles, the Corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986.

ARTICLE XV

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, director, trustee, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

ARTICLE XVI

In the event of dissolution of the within Corporation, all of the remaining assets and property of the within Corporation shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to another organization to be used in such manner

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as in the judgment of a Justice of the Circuit Court of the State of Florida will best accomplish the general purposes for which this Corporation was formed.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their hands and seals at New York City, State of New York, this 24TH day of JANUARY, 1995.

V. Shvartsman

VLADIMIRE SHVARTSMAN

Samuil KHAZIN

SAMUIL KHAZIN

Ira Shienkerman

IRA SHIENKERMAN

ACCEPTANCE BY REGISTERED AGENT

I hereby accept designation as Registered Agent of the above named corporation.

Morton B. Zemel

MORTON B. ZEMEL

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COUNTY OF *King*

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IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 24th day of JANUARY, 1995.

NOTARY PUBLIC, State of New York

My commission expires: 1/31/97



N95000000378

Law Office of
MORTON B. ZEMEL, J.D.
2450 N.E. Miami Garden Drive
Second Floor
NORTH MIAMI BEACH, FLORIDA 33100

Also Admitted to the Bar of New Jersey

TELEPHONE (DADE): (305) 931-2855
TELEPHONE (Broward): (954) 761-7227
FAX: (305) 931-1906

22200 Larkspur Trail
Boca Raton, Florida 33433
TELEPHONE (Boca): (561) 750-3040
TELEPHONE (Tollfree): (800) 309-3040
E-MAIL ADDRESS: ZMORT1@JUNO.COM

REPLY TO
MIAMI OFFICE

April 2, 1997

600002241486--0
-07/10/97--01079--005
*****35.00 *****35.00

Rabbi Shragl Toiv
1655 East 24th Street
Brooklyn, New York 11229

Re: United Outreach, Inc. Name Change To Heritage for the Blind

Dear Rabbi Toiv:

Enclosed herewith please find an original and copy of the Articles of Amendment for United Outreach, Inc. name change to Heritage for the Blind, Inc. Please have the original executed by the president and secretary, respectively, have it notarized, and send same to the Division of Corporations with the enclosed letter and a check for \$35.00 payable to the Department of State. **Please note, that the copy of the letter of March 28, 1997 from the Florida Department of State must accompany the Articles of Amendment. Otherwise they will return same.**

Enclosed please also find an invoice for legal services rendered in this regard.

If you have any questions regarding this matter, please do not hesitate to contact me.

Very truly yours,

MORTON B. ZEMEL
MBZ/me
(w/encs. as stated herein)

[C:\WPDOCS\BUS\INCS\UOUTRCH\TONV1.LTR]

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97 JUL 30 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N/C Amend

ARTICLES OF AMENDMENT
OF
UNITED OUTREACH, INC.
A corporation not-for-profit

FILED
97 JUL 30 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

UNITED OUTREACH, INC., by and through its President and Secretary, hereby file the within Articles of Amendment to the Articles of Incorporation of UNITED OUTREACH, INC., a corporation not-for-profit, which were filed January 25, 1995, with the Secretary of State, Tallahassee, Florida, as follows:

ARTICLE I

The name of this Corporation is as follows:

UNITED OUTREACH, INC.

ARTICLE II

The amendments adopted are as follows:

1. ARTICLE I is hereby deleted in its entirety and in its place, the following is substituted:

ARTICLE I

The name of this Corporation is as follows:

HERITAGE FOR THE BLIND, INC.

The foregoing amendment was adopted by UNITED OUTREACH, INC., a corporation not-for-profit, on April 3, 1997 by its Board of Directors by unanimous vote to take effect forthwith.

There are no members entitled to vote on this matter.

IN WITNESS WHEREOF, UNITED OUTREACH, INC., a corporation not-for-profit
hereby executes the foregoing Articles of Amendment this 3rd day of APRIL, 1997.

STATE OF New York

UNITED OUTREACH, INC.

Stanford Weinstein
Notary Public, State of New York
No. 31-4200060
Qualified in New York County
Commission Expires June 30, 1999

BY:

V. Shvartsman

VLADIMIRE SHVARTSMAN, President

Attested by:

Ira Shenkerman
IRA SHENKERMEN, Secretary

STATE OF NEW YORK)
COUNTY OF KINGS)ss:

BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared VLADIMIRE SHVARTSMAN and IRA SHENKERMEN, President and Assistant Secretary of UNITED OUTREACH, INC., a corporation not-for-profit, both known to me and known by me to be the persons who executed the foregoing Articles of Amendment of UNITED OUTREACH, INC., a corporation not-for-profit, and acknowledged before me that they executed those Articles of Amendment.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 17 day of APRIL, 1997.

(SEAL)

NOTARY PUBLIC, State of New York
My commission expires:

heritage.amd

Stanford Weinstein
Notary Public, State of New York
No. 31-4200060
Qualified in New York County
Commission Expires June 30, 1999



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 28, 1997

YORTON B. ZEMEL, J.D.
2450 N.E. MIAMI GARDENS DRIVE
SECOND FLOOR
NORTH MIAMI BEACH, FL 33180

The name HERITAGE FOR THE BLIND, INC. has been reserved for 120 days beginning March 28, 1997. The reservation number is R97000001501 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Melissa A Johnson

Letter number: 397A00015833

Law Offices
MORTON B. ZEMEL, J.D.
2450 N.E. Miami Gardens Drive
Second Floor
NORTH MIAMI BEACH, FLORIDA 33180

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E-MAIL ADDRESS: ZMORT1@JUNO.COM

REPLY TO
MIAMI OFFICE

April 2, 1997

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

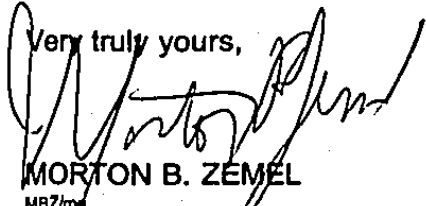
Re: United Outreach, Inc. Name Change

Dear Sirs:

Enclosed herewith please find Articles of Amendment together with a check in the amount of \$35.00 to cover the cost of filing. A copy of your letter of March 28, 1997 reserving the name "Heritage for the Blind, Inc." is enclosed.

If you have any questions regarding this matter, please do not hesitate to contact me.

Very truly yours,



MORTON B. ZEMEL

MBZ/mj
(w/encs. as stated herein)



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 22, 1997

MORTON B. ZEMEL
LAW OFFICES MORTON B. ZEMEL, J.D.
2450 N.E. MIAMI GARDENS DR., 2ND FLOOR
NORTH MIAMI BEACH, FL 33180

SUBJECT: UNITED OUTREACH, INC.
Ref. Number: N95000000378

We have received your document for UNITED OUTREACH, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must state that there are no members or members entitled to vote.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 397A00037095