

N 9500000 3073
MHW PROPERTIES, INC.

MICHAEL H. WEISSER, President
J. PAUL LASH, Vice President
KIM RIEDY, Comptroller
DARIA WEISSER, Chairman

GREAT WESTERN BANK
18301 Biscayne Boulevard, 2nd Floor
North Miami Beach, FL 33160
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June 23, 1995

Secretary of State
Division of Corporations
Tallahassee, Florida

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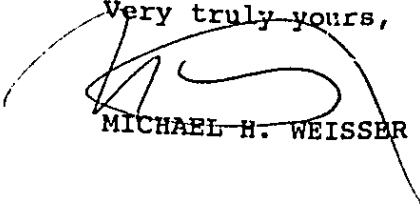
RE: Kabbalah Learning Centre of Boca Raton, Inc.

To Whom It May Concern:

Enclosed herein please find original and one copy of Articles of Incorporation for the above-named corporation and check in the amount of \$122.70. Kindly file same and return a copy to the undersigned.


Thanking you for your cooperation.

Very truly yours,


MICHAEL H. WEISSER

MHW:kr
Enclosures

FILED
1995 JUN 27 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


F. CHESSER JUN 28 1995

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SECRET
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

KABBALAH LEARNING CENTRE OF BOCA RATON, INC.

A NONPROFIT CORPORATION

We, the undersigned, with other persons being desirous of forming a nonprofit corporation, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I.

The name of the corporation shall be:

KABBALAH LEARNING CENTRE OF BOCA RATON, INC.

The principal place of business of this corporation shall be 7088 Beracasa Way, Boca Raton, Florida 33433.

ARTICLE II.

(a) The Corporation is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Sec. 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, and it is authorized to receive and maintain funds, to have, hold, manage and sell the same, to change the investments thereof, to invest and reinvest the proceeds thereof, and to collect and receive the income and profits thereof; and to apply the income and principal to the aid and assistance of any and all educational organizations and institutions, and to do all things

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that may be necessary and useful in the accomplishment of the purposes hereinabove set forth.

(b) Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on 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.

(c) All the assets and earnings shall be used exclusively for the purposes hereinabove set out, including the payment of expenses incidental thereto, and no part of the net earnings shall inure to the benefit of any part of the net earnings shall inure to the benefit of any private member or individual, and no substantial part of the activities of the corporation shall be for the carrying on of propaganda or otherwise attempting to influence legislation. In the event of dissolution, all assets and earnings shall be paid over to another corporation or corporations organized and operated exclusively for charitable, purposes which would qualify under the provisions of Sec. 501(c)(3) of the Internal Revenue Code as they now exist or as they may be hereafter amended.

(d) Notwithstanding any other provisions of these articles:

1. The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

2. The Corporation shall 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 subsequent Federal tax laws.

3. The Corporation shall not retain any excess business holdings as defined in section 4943 (c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

4. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

5. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

The Corporation shall have no capital stock and the private property of the incorporators and members shall not be liable for the debts of the Corporation.

ARTICLE III.

The membership of this corporation shall constitute all persons hereinafter names as officers and directors and such other persons as from time to time may become members by approval of the Board of Directors.

ARTICLE IV.

The name and street address of the incorporator to these Articles of Incorporation is

SHAUL YODKEVITCH
7088 Beracasa Way
Boca Raton, Florida 33433

ARTICLE V.

This corporation is to exist perpetually.

ARTICLE VI.

The business of this corporation shall be managed by the Board of Directors. This corporation shall never have fewer than three Directors initially. The number of directors may be increased from time to time by the Bylaws, but shall never be less than three.

The Board of Directors shall be appointed and hold office in accordance with the Bylaws.

The names and addresses of the person who are to serve as directors for the ensuing year are:

SHAUL YODKEVITCH, 7088 Beracasa Way, Boca Raton, FL 33433

OSNAT YODKEVITCH, 7088 Beracasa Way, Boca Raton, FL 33433

YONATAN SHANI, 7088 Beracasa Way, Boca Raton, FL 33433

ARTICLE VII.

The officers of the corporation shall be President, Secretary and Treasurer and such other officers as may be provided in the Bylaws.

ARTICLE VIII.

The Board of Directors of this corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of the Board of Directors.

ARTICLE IX

The street address of the initial registered office of this corporation shall 7088 Beracasa Way, Boca Raton, FL 33433 and the name of the initial registered agent of the corporation at that address is SHAUL YODKEVITCH.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand
and seal on this 13 day of June, 1995.

By Shaul Youdkevitch

SHAUL YODKEVITCH

ACKNOWLEDGMENT 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.

Shaul Youdkevitch
SHAUL YODKEVITCH

STATE OF FLORIDA)

COUNTY OF

The foregoing instrument was acknowledged before me this
23 day of June, 1995, by SHAUL YODKEVITCH,
who is personally known to me or who has produced Fla. Driver License
_____ as identification and who did take an oath.

Kim M. Riedy
NOTARY PUBLIC

My commission expires:

Kim M. Riedy
Print name of Notary



KIM M. RIEDY
MY COMMISSION # 07336230 EXPIRES
December 31, 1997
BONDED THROUGH TAIN REINSURE P.C.

FILED
1995 JUN 27 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA