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STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H95000007597))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: TZACH, INC.

FAX AUDIT NUMBER: H95000007597
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95 JUL 10 PM 2:26
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

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(6)

ARTICLES OF INCORPORATION OF TZACH, INC.

The undersigned incorporator, for the purpose of forming a nonprofit corporation under the Florida Business Corporation Act, Chapter 617 of Florida Statutes, hereby adopts the following Articles of Incorporation:

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95 JUL 10 PM 2: 26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation shall be TZACH, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of this corporation shall be: 420 LINCOLN ROAD, SUITE 347, MIAMI BEACH, FLORIDA 33139

ARTICLE III - PURPOSE

In general, the Corporation is organized exclusively for charitable, religious, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The specific purpose of the Corporation is to: (1) operate a community house of worship in accordance with the tenets, practices, traditions, and Halacha of Torah and Orthodox Jewish Faith, including appropriate ancillary programs and services; (2) promote the learning of Jewish Faith, history, lifestyles, literature and ideals; (3) engage in community service including but not limited to youth and adult education, education and counseling for prison inmates, bedridden persons, hospital patients, the terminally ill, as well as members of the community at large, and charitable assistance, educational programs, and counseling services for the poor.

Daniel B. Fox, Esq.
169 E. Flagler St. #1527
Miami, FL 33131
(305) 381-9188
Fla Bar No. 936537

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ARTICLE IV - MA[illegible] [illegible]CTION OF DIRECTORS

The business of the corporation [illegible] [illegible]ged by a board of directors. Until the first members' meeting, the initial director may appo[illegible] [illegible]ther members of the corporation to serve as director Henceforth, directors shall be elected by a majority of votes cast by the members of the corporation. The number of and specific method for electing directors shall be fixed by the bylaws of the corporation.

ARTICLE V- POWERS

The Corporation shall have all of the corporate powers enumerated in section 617.0302, Florida Statutes, provided that they do not conflict with the following provision:

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable 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 the purposes set forth in Article III hereof. 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, the corporation shall not carry on any other 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, or the corresponding section of any future federal tax code, 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 VI - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent of the corporation is ZVI BERCOVITS.

The street address of the corporation's initial registered office is 420 LINCOLN ROAD, SUITE 347, MIAMI BEACH, FLORIDA 33139

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ARTICLE VII - INCORPORATOR

The name and address of the incorporator to these Article of Incorporation is ZVI BERCOVITS of 1500 BAY ROAD, MIAMI BEACH, FLORIDA 33139. The incorporator shall be the initial member of the corporation and shall serve as director of the corporation.

ARTICLE VIII - CORPORATE MEMBERSHIP & VOTING

Additional members may be admitted provided that they subscribe to the corporation's purposes and purchase membership in accordance with the By-laws of the corporation. Each member shall have one vote on all matters submitted for membership approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring membership approval shall require an affirmative vote of a majority of mambers voting thereon. Members shall have unlimited voting rights.

ARTICLE IX - INDEMNIFICATION OF DIRECTORS

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. The corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE X - BYLAWS

The Bylaws of the corporation may be amended by majority vote of either the directors or the members.

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ARTICLE XI - DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 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.

The undersigned incorporator has executed these Articles of Incorporation this ______ day of June, 1995.

____

ZVI BERCOVITS, Incorporator

STATE OF FLORIDA
DADE COUNTY

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared ZVI BERCOVITS, to me known to be the person described in and executed the foregoing instrument and who produced ________________(identification), acknowledged before me that he executed.

WITNESS my hand and official seal in the County and State last aforesaid this 30th day of June, 1995.

____

Signature of Notary Public - State of Florida
(Print, type or stamp Commissioned Name of Notary Public)
Personally Known ✓ OR Produced Identification ______
Type of Identification Produced: ______________

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
DANIEL B. FOX
My Comm Exp. 9/10/96
Bonded By Service Ins
No. CC227105
[✓] Personally Known [ ] Other I.D.

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CERTIFICATE OF DESIGNATION REGISTERED AGENT REGISTERED OFFICE

Pursuant to the provisions of § 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 TZACH, INC.
2. The name and address of the registered agent and office are:

ZVI BERCOVITS
420 LINCOLN ROAD, SUITE 347, MIAMI BEACH, FLORIDA 33139

Having been named as registered agent to accept service 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 provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

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95 ... PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signature ______________________ Date 06-30-95

STATE OF FLORIDA
DADE COUNTY

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared ZVI BERCOVITS, to me known to be the person described in and executed the foregoing instrument and who produced________________(identification), acknowledged before me that he executed.

WITNESS my hand and official seal in the County and State last aforesaid this 30th day of June, 1995.

My Commission Expires:

Signature of Notary Public - State of Florida
(Print, type or stamp Commissioned Name of Notary Public)
Personally Known______ OR Produced Identification ______
Type of Identification Produced: ______________

NOTARY PUBLIC STATE OF FLORIDA
DANIEL B. FOX
My Comm Exp. 9/10/96
Bonded By Service Ins
No. CC227105
[✓] Personally Known [ ] Other I.D.

H95000007597

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

N95000003650

ARTICLES OF MERGER
Merger Sheet

MERGING:

BOLLES/ST. AUGUSTINE, INC., a Florida corporation, N95000003650

INTO

ST. AUGUSTINE COUNTRY DAY SCHOOL, INC. which changed its name to **BOLLES/ST. AUGUSTINE, INC.**, a Florida corporation, N06803

File date: August 23, 1995

Corporate Specialist: Joy Moon-French

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314