

N96000006117

LAW OFFICES
SOLOMON & BENEDICT, P. A.

3000 NATIONSBANK PLAZA
400 NORTH ASHLEY DRIVE
TAMPA, FLORIDA 33602-4300

MELODY E. ALTMAN
BETSY L. BENEDICT
JOHN E. BOOTH
TEMPLE H. DRUMMOND

TELEPHONE (813) 225-1818
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STANFORD R. SOLOMON
HENRY T. SORENSEN II
JENNIFER M. TOBIN
KELL C. WILLIAMS III

January 13, 1998

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Restated and Amended Articles of Incorporation for
CITA Foundation, Inc.

800002405638--6
-01/20/98--01163--012
*****35.00 *****35.00

Dear Sir/Madam:

Enclosed for filing is an original and a photocopy of the properly executed Restated and Amended Articles of Incorporation for the above-referenced corporation. Also enclosed is our firm's check in the amount of \$35.00, made payable to the Florida Secretary of State, for the filing fees.

Please return the "Filed" copy of the Articles of Incorporation to us in the enclosed self-addressed, stamped envelope.

If you have any questions, please call.

Sincerely,

SOLOMON & BENEDICT, P.A.

By: Temple H. Drummond
Temple H. Drummond

THD/aeb
Enclosures

FILED
98 FEB 16 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

20166V22007\124923.

Restated & Amended

See 2/1/98

LAW OFFICES
SOLOMON & BENEDICT, P. A.

3000 NATIONSBANK PLAZA
400 NORTH ASHLEY DRIVE
TAMPA, FLORIDA 33602-4300

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STANFORD R. SOLOMON
HENRY T. SORENSEN II
JENNIFER M. TOBIN
KELL C. WILLIAMS III

January 27, 1998

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Restated and Amended Articles of Incorporation for
CITA Foundation, Inc.

Dear Sir/Madam:

Pursuant to your January 22, 1998 letter, enclosed for filing is an original and a photocopy of the properly executed Restated and Amended Articles of Incorporation for the above-referenced corporation. Article VI states that members of the corporation have no voting rights. Article XI allows the Articles of Incorporation to be amended by the directors. The date of adoption is June 16, 1997, as stated prior to Article I and also on page 5 prior to the signatures of the directors.

Please return the "Filed" copy of the Articles of Incorporation to us in the enclosed self-addressed, stamped envelope.

If you have any questions, please call.

Sincerely,

SOLOMON & BENEDICT, P.A.

By: Temple H. Drummond
Temple H. Drummond

THD/aeb
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 22, 1998

TEMPLE H. DRUMMOND
SOLOMON & BENEDICT, P.A.
400 N. ASHLEY DRIVE, SUITE 3000
TAMPA, FL 33602-4300

SUBJECT: CITA FOUNDATION, INC.
Ref. Number: N96000006117

We have received your document for CITA FOUNDATION, 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):

If there are NO MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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: 098A00003609



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 3, 1998

TEMPLE H. DRUMMOND
SOLOMON & BENEDICT, P.A.
400 N. ASHLEY DRIVE, SUITE 3000
TAMPA, FL 33602-4300

SUBJECT: CITA FOUNDATION, INC.
Ref. Number: N96000006117

We have received your document for CITA FOUNDATION, 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):

You failed to make the correction(s) requested in our previous letter.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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: 098A00005950

Ms. Teresa Brown
February 10, 1998
Page 2

Therefore, the Restated and Amended Articles of Incorporation for CITA Foundation, Inc. have been signed by the Chairman and in fact the entire Board of Directors. Please file this document.

If you have any questions, please call us.

Sincerely yours,

SOLOMON & BENEDICT, P.A.

By: Temple H. Drummond
Temple H. Drummond

THD/bfm
Enclosures

LAW OFFICES
SOLOMON & BENEDICT, P.A.

3000 NATIONSBANK PLAZA
400 NORTH ASHLEY DRIVE
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MELODY E. ALTMAN
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STANFORD R. SOLOMON
JENNIFER M. TOBIN
KELL C. WILLIAMS III

February 10, 1998

Florida Department of State
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

ATTN: Ms. Teresa Brown
Corporate Specialist

Re: Restated and Amended Articles of Incorporation for CITA Foundation, Inc.

Dear Ms. Brown:

In your February 3, 1998 letter you stated that the Restated and Amended Articles of Incorporation for CITA Foundation, Inc. (the "Articles"), a Florida not-for-profit corporation, were not correct because the document was not signed by the Chairman, any Vice-Chairman of the Board of Directors, its President or another of its officers. We are confused. Article 8 of the Articles list, the directors as Laurence Wald, David Yerushalmi and Jacob Gershony. Page 5 of the Articles reads as follows:

We, the undersigned being the Board of Directors of this corporation, for the purpose of amending and restating these Articles of Incorporation for CITA Foundation, Inc. under the laws of Florida, have executed these Amended and Restated Articles of Incorporation, on the 16th day of June, 1997.

The Articles are then signed by three directors, Laurence Wald, David Yerushalmi and Jacob Gershony. Therefore, this document was signed by the entire Board of Directors.

Further, we have enclosed a copy of CITA Foundation, Inc.'s Corporate Resolutions and Incumbency Certificates from June 16, 1997 which states that Laurence Wald, David Yerushalmi, and Jacob Gershony are the Directors of the corporation, and that such individuals have been duly qualified, elected and seated in such position in strict conformity with the Articles of Incorporation and By-Laws of the corporation.

**RESTATED AND AMENDED
ARTICLES OF INCORPORATION
OF
CITA FOUNDATION, INC.
A Florida Not-For-Profit Corporation**

98 FEB 16 AM 9 57
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned persons, the Board of Directors of Cita Foundation, Inc., a Florida Not-For-Profit Corporation, whose original Articles of Incorporation were filed on December 3, 1996 and assigned document number N96000006117, adopt the following Restated and Amended Articles of Incorporation for such corporation. The Board of Directors are authorized under Article XI of the Articles of Incorporation to amend the Articles of Incorporation. The Articles of Incorporation were amended on June 6, 1997 by an unanimous vote of the Board of Directors, to add Articles XIV, XV, and XVI.

ARTICLE I

The name of this corporation is Cita Foundation, Inc.

ARTICLE II

The address of the principal office of the corporation and its mailing address is: One Penn Plaza, Suite 4307, New York, New York 10119-4300.

**ARTICLE III
DURATION**

This corporation shall have perpetual duration.

**ARTICLE IV
PURPOSES**

The general purpose of this corporation shall be research, education, and treatment of indigents with respect to addition to opiates and recovery from addiction to opiates.

**ARTICLE V
POWERS**

This corporation shall have the power to do everything necessary, proper, or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation, including, but not limited to, power to perform contracts for

any lawful purpose, to engage in various funding and fund raising activities, and to acquire, hold, operate, maintain, and lease real and personal property to effectuate its purposes.

ARTICLE VI MEMBERS

This corporation is organized upon a non-stock basis.

The qualification for members and the manner of their admission shall be as regulated by the By-Laws.

The members of this corporation shall have no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding-up of this corporation. The members of this corporation shall have no voting rights. Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments.

ARTICLE VII REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the corporation is Stanford R. Solomon, Solomon & Benedict, P.A., 3000 NationsBank Plaza, 400 North Ashley Drive, Tampa, Florida 33602. The name of its initial Registered Agent at such address is Stanford R. Solomon.

ARTICLE VIII DIRECTORS

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by its Board of Directors. The number of Directors shall initially be three (3). However, such number may be changed as provided by the By-Laws.

The names and residence addresses of the persons who are to serve as the initial Directors are:

<u>Name</u>	<u>Address</u>
Laurence Wald, CPA	54 Richfield Street Plainview, N.Y. 11803
David Yerushalmi	35 Jabatinski Street Twin Towers #2 Ramat Gan, Israel

Jacob Gershony

No. 3 Haagas Street
Caesarea 30600 Israel

The method of election of Directors shall be as stated in the bylaws.

ARTICLE IX INCORPORATORS

The name and address of the incorporator is:

Name

Address

David C. Lanigan

Solomon & Benedict, P.A.
3000 NationsBank Plaza
400 North Ashley Drive
Tampa, Florida 33602

ARTICLE X DISSOLUTION

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, (all other Section references refer to this source unless otherwise stated) or corresponding provisions of any subsequent federal tax laws.

ARTICLE XI AMENDMENT

These Articles of Incorporation may be amended by a majority vote of the directors.

ARTICLE XII PRIVATE FOUNDATION RULES

The corporation, during the period it is a "private foundation" as defined in Section 509(a), may not: (a) engage in any act of "self-dealing", as defined in Section 4941(d), which would give rise to any liability for the tax imposed by Section 4941(a); (b) retain any "excess business holdings" as defined in Section 4943(c), which would give rise to any liability for the tax imposed by Section 4943(a); (c) make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944, so as to give rise to any liability for the tax imposed by Section 4944(a); and (d) make any "taxable

expenditures" as defined in Section 4945(d), which would give rise to any liability for the tax imposed by Section 4945(a).

During the period the corporation is a "private foundation" as defined in Section 509 of the Code, it shall distribute for the purposes defined in these Articles of Incorporation, for each taxable year, amounts at least sufficient to avoid liability for the tax imposed by Section 4942(a).

ARTICLE XIII

DIVIDENDS PROHIBITED

This corporation may not pay dividends to its members, directors, or officers, although this corporation may pay compensation in a reasonable amount to its members, directors, or officers for services rendered and may confer benefits upon its members in conformity of its purposes and as permitted by Chapter 517 of the Florida Statutes.

Article XIV

Purposes of Corporation

Notwithstanding any other provisions of these articles, the corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) and 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) or corresponding provisions of any subsequent law.

Article XV

Earnings

No part of the net earnings of the organization 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 organization), and no member, trustee, or officer of the organization or any private individual shall be entitled to share in the distribution of any of the organization's assets on dissolution of the organization.


Article XVI

Prohibited Activities


No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) or participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

We, the undersigned, being the Board of Directors of this corporation, for the purpose of amending and restating these Articles of Incorporation for Cita Foundation, Inc. under the laws of Florida, have executed these Amended and Restated Articles of Incorporation, on this 16th day of June, 1997.

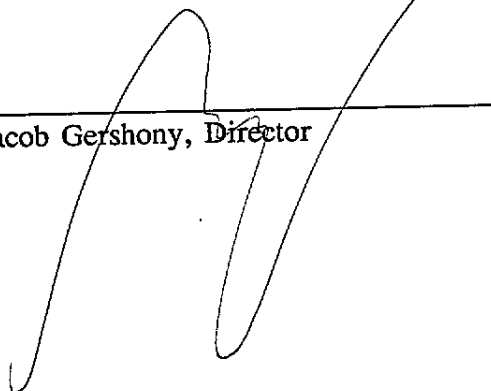
CITA FOUNDATION, INC.
a Florida corporation



Laurence Wald, Director



David Yerushalmi, Director - Chairman



Jacob Gershony, Director