

N9600006371

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LAWRENCE H. GOLDBERG
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December 12, 1996

8000002028628--4
-12/13/96--01049--005
****122.50 ****122.50

Secretary of State
Corporate Records Bureau
409 East Gaines Street
Tallahassee, Florida 32301

VIA FEDERAL EXPRESS

Re: FEDERATION - JAFFE TITLE HOLDING CORP.

Ladies and Gentlemen:

Enclosed is an original and a copy of the Articles of Incorporation for the above referenced corporation, along with a check payable to the Secretary of State in the amount of \$122.50, in payment of the following:

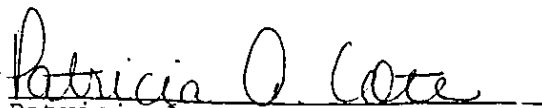
Filing Fee	35.00
Certified Copy	52.50
Registered Agent Filing Fee	35.00
Total	\$122.50

Please return the certified copy to the attention of the undersigned.

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

Very truly yours,

GOLDBERG, YOUNG & GRAVENHORST, P.A.


Patricia A. Cote
Legal Assistant to
Marvin A. Kirsner

Enclosures

Patty\SecState.Ltr



EFFECTIVE DATE
12-12-96

FILED
96 DEC 13 AM 10:17
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
FEDERATION - JAFFE TITLE HOLDING CORP.
(a Florida corporation, not for profit)

56 DEC 13 AM 10:11
FEDERAL

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

Name and Location of Principal Office

The name of the corporation is FEDERATION - JAFFE TITLE HOLDING CORP., a Florida corporation, not for profit. Its initial office shall be at 9901 Donna Klein Boulevard, Boca Raton, Florida 33428-1788.

ARTICLE II

Term

The corporation shall exist perpetually commencing December 12, 1996 until dissolved by due process of law.

ARTICLE III

Incorporators

The name and address of the Incorporator of these Articles of Incorporation is Jewish Federation of South Palm Beach County, Inc., 9901 Donna Klein Boulevard, Boca Raton, Florida 33428-1788.

ARTICLE IV

General Purposes

The corporation is being organized as a corporation defined in Section 501(c)(2) of the Internal Revenue Code of 1986, as amended (the "Code") and shall be organized and operated for the exclusive purpose of holding title to property, collecting the income therefrom and turning over the entire amount thereof, less expenses, to the Jewish Federation of South Palm Beach County, Inc., a Florida corporation not for profit (the "Beneficiary Corporation") so long as the Beneficiary Corporation remains qualified as an organization exempt from taxation pursuant to Section 501(c)(3) of the Code. In the event the Beneficiary Corporation loses its status as an organization described in Section 501(c)(3) of the Code, then such net income shall be remitted to another organization exempt from taxation under Section 501(c)(3) of the Code as determined by the Board of Directors of the Corporation.

ARTICLE V

Activities Not Permitted

Notwithstanding any other provision of these Articles, the corporation will not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(2) of the Code or the corresponding provision of any future United States Internal Revenue law.

ARTICLE VI

Dedication and Distribution of Assets

No part of the net earnings of the corporation shall inure to the benefit of any Director or Officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes) and no Director or Officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

In the event of dissolution, the residual assets of the corporation will be turned over to the Beneficiary Corporation. In the event the Beneficiary Corporation is not qualified as an organization described in Section 501(c)(3) of the Code at the time of the dissolution of the corporation, then the assets of the corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Code or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or local government for exclusive public purposes.

ARTICLE VII

Management of Corporate Affairs

(a) Board of Directors. The powers of the corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The corporation shall have three (3) Directors initially. The number of Directors of the corporation may be increased or diminished from time to time by the Bylaws but shall never be less than three (3). The method of selection of Directors is stated on the Bylaws of this corporation.

The Directors named herein as the first Board of Directors shall hold office until the organizational meeting of the Board of Directors at which time an election of Directors shall be held pursuant to Bylaws to be adopted by the Board of Directors.

The names and addresses of such first Members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Mark W. Glickman	9901 Donna Klein Boulevard Boca Raton, FL 33428-1788
Marvin A. Kirsner	9901 Donna Klein Boulevard Boca Raton, FL 33428-1788
Eugene Pargh	9901 Donna Klein Boulevard Boca Raton, FL 33428-1788

(b) Corporate Officers. The Board of Directors shall elect the following Officers: President, Vice President, Treasurer, and Secretary and such other Officers as the Bylaws of the corporation may authorize, from time to time, the Directors to elect. Initially, such Officers shall be elected at the organizational meeting of the Board of Directors.

ARTICLE VIII

Indemnification

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

ARTICLE IX

Bylaws

The Board of Directors of the corporation may provide such Bylaws for the conduct of the business of the corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Corporations Not for Profit Law of Florida concerning corporate action that must be authorized or approved by Members of the corporation.

ARTICLE X

Amendments to Articles of Incorporation

An amendment to these Articles of Incorporation may be proposed by the Beneficiary Corporation or by any Director of the corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Board of Directors.

ARTICLE XII

Initial Registered Office and Agent

The name and address of the initial registered agent of the corporation is Jewish Federation of South Palm Beach County, Inc., 9901 Donna Klein Boulevard, Boca Raton, Florida 33428-1788.

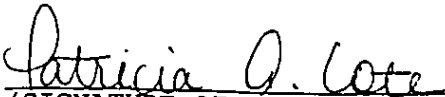
IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation on this 12th day of December, 1996, for the purpose of forming the corporation not for profit under the laws of the State of Florida.

JEWISH FEDERATION OF SOUTH PALM
BEACH COUNTY, INC.

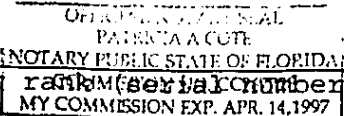
By: 
Marvin A. Kirsner, Secretary

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 12th day of December, 1996, by MARVIN A. KIRSNER, as Secretary of the Jewish Federation of South Palm Beach County, Inc. He is personally known to me [or has produced _____ as identification].


(SIGNATURE OF PERSON TAKING
ACKNOWLEDGEMENT)

Patricia A. Cote
(Name of acknowledger, typed, printed or
stamped)


(Title or rank (serial number, if any))
MY COMMISSION EXP. APR. 14, 1997

CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes,
the following is submitted in compliance with
said Act.

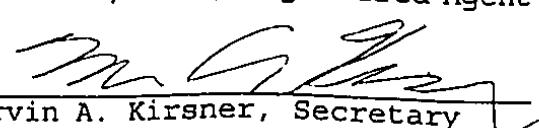
FIRST -- That Federation - Jaffe Title Holding Corp. desiring
to organize under the laws of the State of Florida with its
principal office, as indicated in the Articles of Incorporation, at
City of Boca Raton, County of Palm Beach, State of Florida, has
named Jewish Federation of South Palm Beach County, Inc. as
Registered Agent, who may be served at the registered office
located at 9901 Donna Klein Boulevard, City of Boca Raton, County
of Palm Beach, State of Florida, as its agent to accept service of
process within this State.

ACKNOWLEDGMENT (MUST BE SIGNED BY DESIGNATED 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
provisions of said Act relative to keeping open said office.

JEWISH FEDERATION OF SOUTH PALM
BEACH COUNTY, INC., Registered Agent

By:


Marvin A. Kirsner, Secretary

LAW OFFICES
GOLDBERG, YOUNG & GRAVENHORST, P.A.

1630 NORTH FEDERAL HIGHWAY
FORT LAUDERDALE, FLORIDA 33305

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LAWRENCE H. GOLDBERG
PAUL S. GRAVENHORST
JONATHAN S. MARCUS
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SUSAN K. CONNOR
DANIEL A. JACOBSON
FRANK A. UTSET

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NORTH PALM BEACH OFFICE
SQUIRES BUILDING - SUITE 113
721 U.S. HIGHWAY ONE
NORTH PALM BEACH, FL 33408
(561) 842-1986

December 31, 1996

Secretary of State
Corporate Records Bureau
409 East Gaines Street
Tallahassee, Florida 32301

VIA FEDERAL EXPRESS

Re: Merger of Jaffe Title Holding Corp., a Florida corporation into
Federation - Jaffe Title Holding Corp., a Florida corporation

Ladies and Gentlemen:

Enclosed are an original and a copy of the Articles of Merger for the
above referenced corporations, along with a check payable to the
Secretary of State in the amount of \$122.50, in payment of the
following:

Filing Fee
Certified Copy

70.00 000002044250--S
52.50 -01/03/97--01048--002
****122.50 ****122.50

Total

\$122.50

Please return the certified copy to the attention of the undersigned.

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

Very truly yours,

GOLDBERG, YOUNG & GRAVENHORST, P.A.

Patricia A. Cote

Patricia A. Cote
Legal Assistant to
Marvin A. Kirsner

Enclosures

Patty\SecState.Ltr

CM
Mayer

ARTICLES OF MERGER
Merger Sheet

MERGING:

JAFFE TITLE HOLDING CORP., document number P96000101084, a Florida
corporation

INTO

FEDERATION - JAFFE TITLE HOLDING CORP., a Florida corporation,
N960000006371

File date: January 2, 1997

Corporate Specialist: Carol Mustain

ARTICLES OF MERGER
OF
JAFFE TITLE HOLDING CORP.,
a Florida corporation

INTO

FEDERATION - JAFFE TITLE HOLDING CORP.,
a Florida corporation not-for-profit

Pursuant to the provisions of § 607.1105 and § 617.1105, Florida Statutes, these Articles of Merger provide that:

1. Jaffe Title Holding Corp., a Florida corporation, (the "Merged Corporation"), shall be merged with and into Federation - Jaffe Title Holding Corp., a Florida corporation not-for-profit. Federation - Jaffe Title Holding Corp. shall be the surviving corporation in the merger (the "Surviving Corporation"), pursuant to the Agreement and Plan of Merger attached as Exhibit "A."

2. The merger shall become effective upon filing of these Articles of Merger.

3. The Articles of Incorporation of the Surviving Corporation as in effect immediately prior to the Effective Date shall remain and be the Articles of Incorporation of the Surviving Corporation.

4. The Plan of Merger has been submitted to the sole member of the Surviving Corporation for its consent and approval in accordance with § 617.1103 of the Florida Not-for-Profit Corporation Act on December 18, 1996 and has been submitted to the sole shareholder of the Merged Corporation in accordance with § 607.1103 of the Florida Business Corporation Act on December 31, 1996, and has been adopted and approved by the sole member of the Surviving Corporation and the sole shareholder of the Merged Corporation, respectively, by way of a written consent pursuant to § 617.0701 and § 607.0701, Florida Statutes, respectively, in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, the Surviving Corporation and the Merged Corporation have caused these Articles of Merger to be executed by their respective officers this 31st day of December, 1996.

JAFFE TITLE HOLDING CORP., a Florida
corporation

By: Ralph Jaffe
Ralph Jaffe, President

FEDERATION - JAFFE TITLE HOLDING
CORP., a Florida corporation

By: Marvin A. Kirsner
Marvin A. Kirsner, President

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 31st day of December, 1996, by Ralph Jaffe, President of JAFFE TITLE HOLDING CORP., a Florida corporation, on behalf of the corporation. He is personally known to me [or has produced Florida driver's license as identification].

Patricia A. Cote
(SIGNATURE OF PERSON TAKING
ACKNOWLEDGEMENT)

Patricia A. Cote
(Name of acknowledger, typed, printed or
stamped)

OFFICIAL NOTARY SEAL
PATRICIA A COTE
NOTARY PUBLIC STATE OF FLORIDA
(Title or rank commission number if any)
MY COMMISSION EXP. APR. 14, 1997

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 31st day of December, 1996, by Marvin A. Kirsner, President of Federation - Jaffe Title Holding Corp., a Florida corporation not-for-profit, on behalf of the corporation. He is personally known to me [or has produced _____ as identification].

Patricia A. Cote
(SIGNATURE OF PERSON TAKING
ACKNOWLEDGEMENT)

Patricia A. Cote
(Name of acknowledger, typed, printed or
stamped)

OFFICIAL NOTARY SEAL
PATRICIA A COTE
NOTARY PUBLIC STATE OF FLORIDA
(Title or rank commission number if any)
MY COMMISSION EXP. APR. 14, 1997

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made and entered into this 18th day of December, 1996, by and between JAFFE TITLE HOLDING CORP., a Florida corporation (hereinafter sometimes referred to as the "Merged Corporation") and FEDERATION - JAFFE TITLE HOLDING CORP., a Florida corporation not-for-profit organized pursuant to Chapter 617, Florida Statutes (the "Surviving Corporation"). The Merged Corporation and the Surviving Corporation being hereinafter sometimes referred to as the "Constituent Corporations".

W I T N E S S E T H:

WHEREAS, the parties desire that the Merged Corporation merge into the Surviving Corporation.

NOW THEREFORE, in consideration of the mutual covenants, agreements, representations and warranties hereinafter set forth, the parties hereto agree as follows:

1. Merger. The Merged Corporation shall merge into the Surviving Corporation in accordance with the laws of the State of Florida.
2. Effective Date. The merger shall become effective upon filing (the "Effective Date").
3. Rights of the Surviving Corporation. Upon the Effective Date: (a) the Merged Corporation and the Surviving Corporation shall become a single corporation and the separate corporate existence of the Merged Corporation shall cease; (b) the Surviving Corporation shall succeed to and possess all of the rights, privileges, powers and immunities of the Merged Corporation which, together with all of the assets, properties, business, patents, trademarks, and goodwill of the Merged Corporation, of every type and description wherever located, real, personal or mixed, whether tangible or intangible, including without limitation, all accounts receivable, banking accounts, cash and securities, claims and rights under contracts, and all books and records relating to the Merged Corporation shall vest in the Surviving Corporation without further act or deed and the title to any real property or other property vested by deed or otherwise in the Merged Corporation shall not revert or in any way be impaired by reason of the Merger; (c) all rights of creditors and all liens upon any property of the Constituent Corporations shall be unimpaired; the Surviving Corporation shall be subject to all the contractual restrictions, disabilities and duties of the Constituent Corporations; and all debts, liabilities and obligations of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation.

and may be enforced against it to the same extent as if said debts, liabilities and obligations had been incurred or contracted by it; provided, however, that nothing herein is intended to or shall extend or enlarge any obligation or the lien of any indenture, agreement or other instrument executed or assumed by the Constituent Corporations; and (d) without limitation of the foregoing provisions of this Section 3, all corporate acts, plans, policies, contracts, approvals and authorizations of the Constituent Corporations, their shareholders, Boards of Directors, committees elected or appointed by the Boards of Directors, officers and agents, which were valid and effective and which did not have terms expressly requiring termination by virtue of the Merger, shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of the Surviving Corporation as they were with respect to the Constituent Corporations.

4. Certificate of Incorporation, By-laws, Officers and Directors of Surviving Corporation. Upon the Effective Date: (a) the Articles of Incorporation of the Surviving Corporation shall continue as the Articles of Incorporation of the Surviving Corporation until amended in the manner provided by law; (b) the By-laws of the Surviving Corporation shall continue as the By-laws of the Surviving Corporation until amended in the manner provided by law; and (c) the officers and directors of the Surviving Corporation shall remain the officers and directors of the Surviving Corporation.

5. Designation and Number of Outstanding Shares. The designation and number of outstanding shares of each class and series of stock are as follows:

(a) The Merged Corporation has 1,000 shares of authorized voting stock and 100 shares are issued and outstanding; and

(b) The Surviving Corporation has no shares by virtue of its status as a corporation not-for-profit. The sole member of the Surviving Corporation is the Jewish Federation of South Palm Beach County, Inc., a Florida not-for-profit corporation.

6. Effect of the Merger Upon the Shares of the Constituent Corporations. On the effective date of the merger and without any action on the part of parties or otherwise:

(a) All of the issued and outstanding shares of stock in the Merged Corporation shall be converted into one membership unit of the Surviving Corporation.

7. Entire Agreement. This Agreement contains the entire agreement between the parties with respect to the Merger, and supersedes all prior agreements, written or oral, with respect thereto.

8. Waivers and Amendments. This Agreement may not be amended, modified, superseded, cancelled, renewed, extended or waived except by a written instrument signed by the parties, or, in the case of a waiver, by the party waiving compliance.

9. Governing Law. This Agreement shall be governed and construed in accordance with the laws of the State of Florida.

10. Headings. The headings in this Agreement are for reference purposes only and shall not in any way affect the meaning or interpretation of this Agreement.

11. Severability of Provisions. The invalidity or unenforceability of any term, phrase, clause, paragraph, restriction, covenant, agreement or other provision of this Agreement shall in no way affect the validity or enforcement of any other provision or any part thereof.

12. Counterparts. This Agreement may be executed in any number of counterparts, each of which when so executed shall constitute an original copy hereof, but all of which together shall be considered but one in the same document.

IN WITNESS WHEREOF, the parties have executed this Agreement on the date first above written.

JAFFE TITLE HOLDING CORP., a Florida corporation

By: 

Ralph Jaffe, President

FEDERATION - JAFFE TITLE HOLDING CORP., a Florida corporation

By: 

Marvin A. Kirsner, President