

BSB

N98000000759

BRUCE S. BUTLER & COMPANY

TAX & FINANCIAL CONSULTANTS

January 30, 1998

P.O. BOX 770610
CORAL SPRINGS, FL 33077
(954) 796-1900
FAX (954) 753-9134
(800) 273-9578

Louise Flemming Jackson
Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

300002429493--3
-02/13/98--01002--021
****122.50 ****122.50

Dear Ms. Jackson,

We have finally been able to finalize the paperwork for B'Nai Shalom, Inc. It is our intention to secure the name by the accompanying affidavit and file the appropriate Articles of Incorporation omitting the stock issue as you directed.

We have completed the forms you sent us and we think they are correct. I do expect that you will be back in touch with me for further documentation but I think this is the proper way to restart this process. I know you are holding \$87.50 in your file to process the dissolution of the corporation. I am enclosing the appropriate \$122.50 for the filing of the new corporation.

Please review the paperwork and let me know what else has to be done. After I hear from you I will attempt the non-profit status once again and refile that paperwork.

Thanks so much for all your help in this matter.

Sincerely,

Robin Brown
Robin Brown for
B'Nai Shalom, Inc.

FILED
98 FEB -9 AM 10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DMP
2-10-98



BRUCE S. BUTLER & COMPANY

TAX & FINANCIAL CONSULTANTS

P.O. BOX 770610
CORAL SPRINGS, FL 33077
(954) 796-1900
FAX (954) 753-9134
(800) 273-9578

AFFIDAVIT

The Articles of Incorporation for B'nai Shalom, Inc. were filed improperly. The synagogue was attempting to file for a non-profit status and was advised by the Secretary of State that a refiling is necessary.

We are requesting that we be allowed to use the name of B'nai Shalom Inc. for the new corporation that is presently being set up. It is our intention to dissolve the current corporation assigned document number P97000070785. We will not revoke the dissolution of B'nai Shalom, Inc.

Thank you,

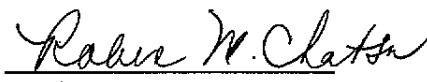

Bruce S. Butler

Registered Agent and Director for B'nai Shalom, Inc.

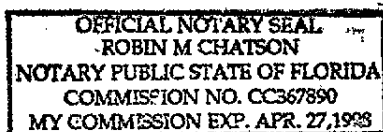
State of Florida
County of Broward

Appeared before me, Bruce S. Butler, Director and Registered Agent having produced self as identification on this the 3rd day of February, 1998.

Notary Public:


Robin M. Chatson

My commission expires:



FILED

98 FEB -9 AM 10:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTICLE I - NAME

THE NAME OF THE CORPORATION IS:
B'NAI SHALOM, INC.

ARTICLE II

THIS CORPORATION SHALL HAVE PERPETUAL EXISTANCE COMMENCING
ON THE DATE OF THIS FILING OF THESE ARTICLES WITH THE DEPARTMENT
OF STATE.

ARTICLE III

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING
ANY OR ALL LAWFUL BUSINESS AS: RELIGIOUS SYNAGOGUE

ARTICLE IV - INITIAL REG. OFF. & AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS
CORPORATION IS 9709 WEST SAMPLE ROAD, CORAL SPRINGS, FL. 33065
AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS
CORPORATION AT THE ADDRESS IS BRUCE S. BUTLER.

ARTICLE V - INTIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE 3 DIRECTORS SELECTED BY AN
ELECTION OF THE GENERAL MEMBERSHIP CONSTITUTING THE INITIAL
BOARD OF DIRECTORS. THE NUMBER OF DIRECTORS MAY BE INCREASED
OR DECREASED FROM TIME TO TIME BY THE BY-LAWS. THE NAMES AND
ADDRESSES OF THE INITIAL BOARD OF DIRECTORS OF THIS CORPORATION
ARE:

BRUCE S. BUTLER

9709 WEST SAMPLE ROAD
CORAL SPRINGS, FL. 33065

RICHARD ROSENBERG

9764 NW 66 PLACE
CORAL SPRINGS, FL. 33067

JAY GERSHBERG

3260 NW 112 AVE.
CORAL SPRINGS, FL. 33065

ARTICLE VI - INCORPORATORS

THE NAME AND THE ADDRESS OF EACH PERSON SIGNING THESE ARTICLES IS:

BRUCE S. BUTLER

9709 WEST SAMPLE ROAD
CORAL SPRINGS, FL. 33065

RICHARD ROSENBERG

9764 NW 66 PLACE
CORAL SPRINGS, FL. 33067

JAY GERSHBERG

3260 NW 112 AVE.
CORAL SPRINGS, FL. 33065

ARTICLE VII - INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR OR ANY FORMER OFFICER OR DIRECTOR, TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE VII - AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISION CONTAINED IN THESE ARTICLES OF INCORPORATION OR ANY AMENDMENT HERETO, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION

ARTICLE VIII - EXEMPTION QUALIFICATION

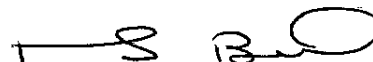
SAID ORGANIZATION IS ORGANIZED EXCLUSIVELY FOR THE CHARITABLE, RELIGIOUS, EDUCATIONAL AND SCIENTIFIC PURPOSES, INCLUDING FOR SUCH PURPOSES, THE MAKING OF DISTRIBUTIONS TO ORGANIZATIONS THAT QUALIFY AS EXEMPT ORGANIZATIONS UNDER SECTION 501 (C) (3) OF THE INTERNAL REVENUE CODE, OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.


NO PART OF THE NET EARNINGS OF THE ORGANIZATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO IT'S MEMBERS, TRUSTEES, OFFICERS, OR OTHER PRIVATE PERSONS, EXCEPT THAT THE ORGANIZATION 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 THE PURPOSE CLAUSE HEREOF. NO SUBSTANTIAL PART OF THE

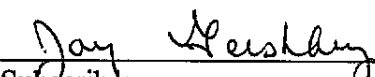
ACTIVITIES OR THE ORGANIZATION SHALL BE THE CARRYING ON OF PROPOGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION AND THE ORGANIZATION SHALL NOT PARTICIPATE IN, OR INTERVENE IN (INCLUDING THE PUBLISHING OR DISTRIBUTION OF STATEMENTS) ANY POLITICAL CAMPAIGN ON BEHALF OF ANY CANDIDATE FOR PUBLIC OFFICE. NOTWITHSTANDING ANY OTHER PROVISION OF THIS DOCUMENT, THE ORGANIZATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON (a) BY AN ORGANIZATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501 (c) (3) OF THE INTERNAL REVENUE CODE, OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE OT (b) BY AN ORGANIZATION, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170 (c) (2) OF THE INTERNAL REVENUE CODE, OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

UPON THE DISSOLUTION OF THE ORGANIZATION, ASSETS SHALL BE DISTRIBUTED FOR ONE OR MORE EXEMPT PURPOSES WITHIN THE MEANING OF SECTION 501 (c) (3) OF THE INTERNAL REVENUE CODE, OR CORRESPONDING SECTION OF ANY FUTURE 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 DISPOSED OF SHALL BE DISPOSED OF BY THE COURT OF COMMON PLEAS OF THE COUNTY IN WHICH THE PRINCIPAL OFFICE OF THE ORGANIZATION IS 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.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE ARTICLES OF INCORPORATION ON THIS 4TH DAY OF FEBRUARY, 1998.


Subscriber


Subscriber

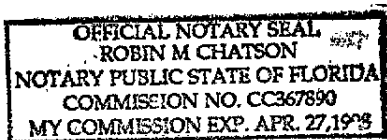

Subscriber

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE
ACKNOWLEDGEMENTS IN THE STATE AND COUNTY SET FORTH ABOVE,
PERSONALLY APPEARED:

BRUCE S. BUTLER
RICHARD ROSENBERG
JAY GERSHBERG

BE AND KNOWN BY ME THE PERSONS WHO EXECUTED THE FOREGOING
ARTICLES OF INCORPORATION. IN WITNESS THEREOF, I HAVE HEREUNTO
SET MY HAND AND AFFIXED MY OFFICIAL SEAL IN THE STATE AND
COUNTY ON THIS 4TH DAY OF FEBRUARY, 1998.



Robin M. Chatson
NOTARY PUBLIC
STATE OF FLORIDA, AT LARGE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091 FLORIDA STATUTES THE
FOLLOWING IS SUBMITTED:

FIRST - THAT (NAME OF CORPORATION)
B'NAI SHALOM, INC. AT 9709 WEST SAMPLE ROAD, CORAL SPRINGS, FL.
33065

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA WITH IT'S PRINCIPAL PLACE OF BUSINESS AT:
9709 WEST SAMPLE ROAD, CORAL SPRINGS, FL. 33065

STATE OF FLORIDA HAS NAMED BRUCE S. BUTLER (REGISTERED AGENT)
LOCATED AT 9709 WEST SAMPLE ROAD, CORAL SPRINGS, FLORIDA 33065
AS IT'S AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF
FLORIDA.

SIGNATURE: *[Signature]*
CORPORATE OFFICER

TITLE: DIRECTOR
DATE: FEBRUARY 4, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,

I HEREBY AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.

SIGNATURE: 

REGISTERED AGENT

FILED
98 FEB - 9 AM 10: 14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA