

N98000001151



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 720809 4311473

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : February 26, 1998

ORDER TIME : 10:19 AM

ORDER NO. : 720809-005

CUSTOMER NO: 4311473

CUSTOMER: Ms. Louise J. Allen
STEARNS WEAVER MILLER WEISSLER
ALHADEFF & SITTERSON, P.A.
Museum Tower, Suite 2200
150 West Flagler Street
Miami, FL 33130

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DOMESTIC FILING

NAME: ISRAEL CHILDREN'S CENTERS,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 26 PM 1:21

DIVISION OF CORPORATIONS

98 FEB 26 PM 11:33

2/26/98

**ARTICLES OF INCORPORATION
OF
ISRAEL CHILDREN'S CENTERS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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I, the undersigned natural person of the age of 21 years or more, with other persons being desirous of forming a not-for-profit corporation under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I
NAME

The name of this corporation is ISRAEL CHILDREN'S CENTERS, INC. (the "Corporation").

ARTICLE II
ADDRESS

The address of the principal office and the mailing address of the Corporation, is 2151 West Hillsboro Boulevard, Suite 100, Deerfield Beach, Florida 33442.

ARTICLE III
PURPOSE

The Corporation is not formed for pecuniary profit or financial gain. The Corporation shall be a not for profit corporation under the Florida Not For Profit Corporation Act and is irrevocably dedicated to and operated exclusively for non-profit purposes. The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto). Furthermore, the purposes for which the Corporation is organized are to encourage, develop, promote and advance in all of its forms the game of tennis in the country of Israel with particular emphasis upon the encouragement of children and young players to engage in the game of tennis; and to construct, build and maintain tennis courts and centers throughout Israel together with all of the facilities necessary for the encouragement and development of tennis and related sports; to purchase, receive, lease, take by gift or otherwise acquire, own and hold, use and employ all real and personal property or any interest therein in Israel to accomplish the aforesaid purposes of the corporation; to receive, maintain and dispose of donations to provide tennis and similar recreational facilities in Israel.

The Corporation shall devote no substantial part of its time, money, effort or personnel to lobbying in any political campaign for or against any candidate for public office. However, this provision shall not prohibit the Corporation or its staff from drafting legislation,

testifying before legislative committees or issuing general public appeals for the passage of laws in the public interest. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by corporations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

ARTICLE IV POWERS

The Corporation hereby incorporates by reference any and all corporate powers given to corporations not for profit by virtue of Section 617.021 of the Florida Statutes. The Corporation's activities are limited by the provisions of Section 617.0105 of the Florida Statutes which are incorporated by reference herein and any and all other restrictions which are required to obtain tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

ARTICLE V MEMBERS

The members of the Corporation shall be as set forth in the bylaws of the Corporation, as amended from time to time.

ARTICLE VI TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE VII SUBSCRIBER

The name and address of the subscriber to these Articles are as follows:

Louise J. Allen
Stearns Weaver Miller Weissler
Alhadeff & Sitterson, P.A.
Suite 2200
150 West Flagler Street
Miami, Florida 33130

ARTICLE VIII
BOARD OF DIRECTORS

The business affairs of the Corporation shall be managed and all the corporate powers thereof shall be vested in and exercised by a Board of Directors. The initial Board of Directors shall consist of five (5) persons. The Board of Directors shall be appointed as provided in the bylaws of the Corporation. Following is the names and addresses of the persons who serve as the members of the initial Board of Directors of the Corporation until their successors are duly elected:

Alan Goldstein
2151 W. Hillsboro Boulevard
Suite 100
Deerfield Beach, Florida 33442

Alan Goldner
18 Maple Terrace
Maplewood, New Jersey 07040

Sandra Lippy
17541-B Ashbourne Lane
Boca Raton, Florida 33496

Robert Werner
3000 Island Boulevard
Unit 3001
Williams Island, Florida 33160

Joyce Eisenberg Keefer
10430 Wilshire Boulevard
Penthouse 1
Los Angeles, California 90024

Section 2. The number of directors which constitute the Board of Directors may be increased or decreased as provided in the bylaws of the Corporation; provided, however, in no event shall the number of directors be less than three (3).

ARTICLE IX
BYLAWS

Section 1. The 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.

Section 2. Upon proper notice, the bylaws may be amended, altered or rescinded by a vote of two-thirds (2/3) of the members of the Board of Directors present at any regular meeting or any special meeting called for the purpose or in any manner consistent with the laws of the State of Florida.

ARTICLE X AMENDMENT

These Articles of Incorporation may be amended by a vote of two-thirds (2/3) of the members of the Board of Directors present at any regular meeting or any special meeting called for the purpose or in any manner consistent with the laws of the State of Florida.

ARTICLE XI NO PERSONAL LIABILITY

The directors, officers and agents of the Corporation shall not be held personally liable or responsible for any contracts, debts or defaults of the Corporation while acting for or on behalf of the Corporation in any official and authorized capacity. The Corporation shall indemnify all of its officers, directors, and agents and all of its former officers, directors and agents, to the fullest extent permitted by law.

ARTICLE XII DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by contribution exclusively to one or more organizations which themselves are an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereof) or to the federal, state or local government for exclusive public purpose.

ARTICLE XIII PROHIBITION AGAINST PRIVATE BENEFIT

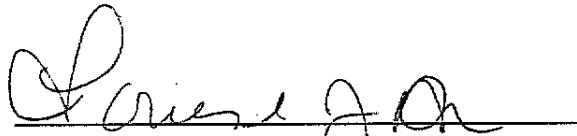
No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, other private persons or for-profit corporations, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

ARTICLE XIV
REGISTERED OFFICE

The name and address of the initial registered office and the initial registered agent of the corporation are:

Louise J. Allen
Stearns Weaver Miller
Weissler Alhadeff & Sitterson, P.A.
150 W. Flagler Street
Suite 2500
Miami, Florida 33130

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 25th day of February, 1998.



Louise J. Allen, Incorporator

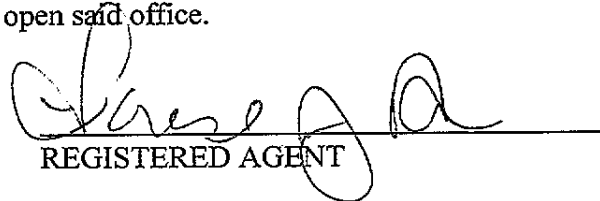
CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Israel Children's Centers, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at the City of Deerfield Beach, County of Deerfield Beach, State of Florida, has named Louise J. Allen, located at Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A., 150 W. Flagler Street, Suite 2500, Miami, Florida 33130, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at the 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.


REGISTERED AGENT

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