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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 11, 2001

VIA FEDERAL EXPRESS

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

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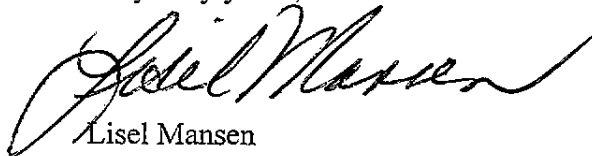
Re: **Filing of Articles of Incorporation for The Shul of Downtown, Inc.**

Dear Sir/Madam:

Enclosed herewith for filing please find the executed and duly notarized Articles of Incorporation and Acceptance of Registered Agent for The Shul of Downtown, Inc. Also enclosed is our check payable to the Secretary of State in the amount of \$70.00 for the Dept. fees. Please return our copy of the Articles of Incorporation as filed to my attention.

Should you require any further information in order to proceed, please contact the undersigned at (305) 377-2200. Thank you for your assistance in this matter.

Very truly yours,



Lisel Mansen
Secretary to Jeffrey M. Herman

Enclosures

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

The Shul of Downtown, Inc.

The undersigned, hereby acts as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida Not For Profit Corporation Act.

FIRST: The name of the Corporation (hereinafter called the "Corporation") is
The Shul of Downtown, Inc.

SECOND: The duration of the Corporation shall be perpetual.

THIRD: The purpose for which the Corporation is initially organized, which shall continue to be the purpose of the Corporation until and if the same shall be amended pursuant to the provisions of the Florida Not For Profit Corporation Act, and which shall include the authority of the Corporation to transact any lawful business for which corporations may be incorporated under the Florida Not For Profit Corporation Act, are as follows:

To carry on a general mercantile, industrial, investing, and trading business in all its branches; to devise, invent, manufacturer, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as licensor or licensee, lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire, and assign contracts in respect of, acquire, receive, grant, and assign licensing arrangements, options, franchises, and other rights in respect of, and generally deal in and with, at wholesale and retail, as principal, and as sales, business, special, or general agent, representative broker, factor, merchant, distributor, jobber, advisor, and in any other lawful capacity, goods, wares, merchandise, commodities, and unimproved, improved, finished, processed, and other real, personal, and mixed property of any and all kinds, together with the components, resultants, and by-products thereof; to acquire by purchase or otherwise own, hold, lease, mortgage, sell, or otherwise dispose of, erect, construct, make, alter, enlarge, improve, and to aid or subscribe toward the construction, acquisition, or improvement of any factories, shops, storehouses, buildings, and commercial and retail establishments of every character, including all equipment, fixtures, machinery, implements, and supplies necessary, or incidental to, or connected with, any of the purposes or business of the Corporation; and generally to perform any and all acts connected therewith or arising therefrom or incidental thereto, and all acts proper or necessary for the purpose of the business.

To engage generally in the real estate business as principal, agent, broker, and in any lawful capacity, and generally to take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage, operate, deal in and dispose of real estate, real property, lands, multiple-dwelling structures, houses, buildings, and other works, and any interest or right therein; to take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such personal property, chattels, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of; and to acquire, purchase, sell, assign, transfer, dispose of, and generally deal in and with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal, and mixed properties; to carry on a general construction, contracting, building, and realty management business as principal, agent, representative, contractor, subcontractor, and in any other lawful capacity.

To apply for, register, obtain, purchase, lease, take licenses in respect of or otherwise acquire, and to hold, own, use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under and to introduce, sell, assign, mortgage, pledge, or otherwise dispose of, and, in any manner deal with and contract with reference to:

- (a) inventions, devices, formulae, processes, and any improvements and modifications thereof;
- (b) letters patent, patent rights, patented processes, copyrights, designs, and similar rights, trademarks, trade symbols and other indications of origin and ownership granted by or recognized under the laws of the United States of America or of any state or subdivision thereof, or of any foreign country or subdivision thereof, and all rights connected therewith or appertaining thereunto;
- (c) franchises, licenses, grants, and concessions.

To have all of the powers conferred upon corporations organized under the Florida Business Corporation Act.

FOURTH: The principal business address of the Corporation is as follows:

145 E. Flagler Street, 3rd Floor
Miami, Florida 33131

FIFTH: The address of the initial registered office of the Corporation in the State of Florida and the registered agent of the corporation at such address are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jeffrey M. Herman, Registered Agent	100 Southeast Second Street Suite 2600 Miami, Florida 33131

SIXTH: The number of directors constituting the initial Board of Directors of the Corporation is 1.

The number of directors may be amended in the by-laws

The name and address of the person who is to serve as the initial Director of the Board of Directors of the Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Rabbi Faivish Dalfin, Director	145 E. Flagler Street, 3 rd Floor Miami, FL 33131

SEVENTH: The name and address of the incorporators and officers are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Rabbi Faivish Dalfin, President	145 E. Flagler Street, 3 rd Floor Miami, FL 33131
Jeffrey M. Herman, Incorporator	100 Southeast 2 nd Street, Suite 2600 Miami, FL 33131

EIGHTH: Whenever the Corporation shall be engaged in the business of exploiting natural resources or other wasting assets, dividends may be declared and paid in cash out of the depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

NINTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and

the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

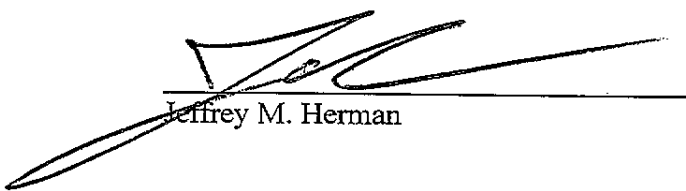
Dated: 1-11-01



Jeffrey M. Herman
Incorporator

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned does hereby accept his appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation, **The Shul of Downtown, Inc.** named in the foregoing Articles of Incorporation.


Jeffrey M. Herman

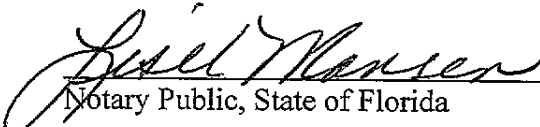
STATE OF FLORIDA)
) SS.:
COUNTY OF MIAMI-DADE)

On this 11th day of January, 2001, before me, a Notary Public in and for the State and County aforesaid, personally appeared **Jeffrey M. Herman** who is personally known to me to be the person named as an incorporator and registered agent in the foregoing Articles of Incorporation of The Shul of Downtown, Inc. and who duly acknowledged to me that he signed said **ARTICLES OF INCORPORATION** as an incorporator of said corporation and that he signed the above **ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT**.

Witness my hand and seal of office on the day and year aforesaid.

My Commission Expires:




Notary Public, State of Florida

Lisel Mansen
(Print Name of Notary Public)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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