

P950000 29951

JERI GOLDBERG
4172 INVERRARY DRIVE, #511
LAUDERHILL, FLORIDA 33319
(305) 484-3588

FILED
95 APR 10 11 3 47
RECEIVED
TALLAHASSEE, FLORIDA

April 5, 1995

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

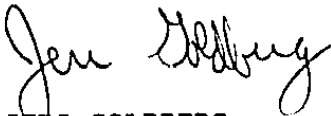
SUBJECT: VISION FOR THE FUTURE, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$122.50.

FROM: JERI GOLDBERG
4172 Inverrary Drive, #511
Lauderhill, Florida 33319
~~(305) 484-3588~~

Thank you for your attention to this matter.

Respectfully,



JERI GOLDBERG

/jg

Enclosures

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***122.50 ***122.50

NANCY HENDRICKS APR 18 1995

ARTICLES OF INCORPORATION
OF
VISION FOR THE FUTURE, INC.

FILED
95 APR 10 11 5 47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I. - NAME

The name of the corporation shall be VISION FOR THE FUTURE, INC.

ARTICLE II. - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be P.O. Box 822061, South Florida, Florida 33082

ARTICLE III. - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida.

ARTICLE IV. - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) per value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE V. - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI. - TERM

This corporation shall commence its existence upon filing and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VII. - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE VIII. - INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office and mailing address of this Corporation is P.O. Box 822061, South Florida, Florida 33082 and the name of the initial registered agent of this corporation is JERI GOLDBERG whose address is 4172 Inverrary Drive, #511, Lauderhill, Florida 33319.

ARTICLE IX. - INITIAL BOARD OF DIRECTORS

This corporation shall have at least One (1) director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote, determine that the corporation be managed by the shareholders. The name and address of the initial director of this corporation is JERI GOLDBERG, 4172 Inverrary Drive, #511, Lauderhill, Florida 33319.

ARTICLE X. - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is JERI GOLDBERG, 4172 Inverrary Drive, #511, Lauderhill, Florida 33319.

ARTICLE XI. - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE XII.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board

of Directors or a majority thereof, and any director of this corporation, or who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he or she were not such director or officer of such other corporation, or not so interested.

ARTICLE XII.

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them from any indebtedness of such stockholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5th day of April, 1995.

Jeri Goldberg
Subscriber

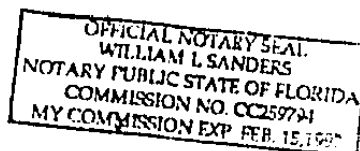
STATE OF FLORIDA)
) SS.
COUNTY OF)

I HEREBY CERTIFY that on this day before me, an officer duly authorized to administer oaths and take acknowledgements, personally appeared JERI GOLDBERG, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and she duly acknowledged before me that she executed the same for the purposes therein expressed, and who produced FL DRIVERS LICENSE G431-436-60-784-0 as identification.

WITNESS MY HAND and official seal this 5 day of April, 1995.

William L Sanders
Notary Public, State of Florida

My Commission Expires:



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

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

That VISION FOR THE FUTURE, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at P.O. Box 822061

City of South Florida, County of Broward, State of Florida, has named JERI GOLDBERG, located at 4172 Inverrary Drive, #511, City of Lauderhill, County of Broward, State of Florida, as its agent to accept service of process with the State.

ACKNOWLEDGEMENT

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



JERI GOLDBERG
Resident Agent

FEB 19 1987
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P95000029951

JERI GOLDBERG
4172 INVERRARY DRIVE, #511
LAUDERHILL, FLORIDA 33319

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*****35.00 *****35.00

September 8, 1995

ATTN: Amendment Division

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

SUBJECT: VISION FOR THE FUTURE, INC., A For-Profit Corporation;
Document Number P95000029951
To Be Known As SHEMA YISRAEL CORPORATION
(Amendment To Articles Of Incorporation)

VISION FOR THE FUTURE A Not-For-Profit Corporation
(Articles Of Incorporation)

Dear Sir/Madam:

Enclosed is an original and one (1) copy of the September 7, 1995 Restatement Of Articles Of Incorporation for the corporation assigned Document Number P95000029951. A check for \$35.00 is enclosed for filing fee.

It is respectfully requested that this amendment serve a two-fold function: 1) That the corporation, formerly known as VISION FOR THE FUTURE, INC., be known hereafter as SHEMA YISRAEL CORPORATION; and 2) That the corporate name, VISION FOR THE FUTURE now be made the name of a Florida non-profit corporation. A copy of the Articles of Incorporation for the Florida non-profit corporation, mailed to the Division under separate cover, are enclosed herein for your reference.

Thank you for your attention to this matter. If revisions, corrections, or additional fees are required, please advise at your earliest opportunity.

Respectfully,

Jeri Goldberg

JERI GOLDBERG

*Restated Articles
w/ name change
LFT 8-28*

/jg

Enclosures

FILED
1995 SEP 18 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

1995 SEP 18 AM 8:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESTATEMENT OF
ARTICLES OF INCORPORATION
OF

VISION FOR THE FUTURE, INC.

DOCUMENT NUMBER P95000029951

The following Restatement of the Articles of Incorporation of Vision For The Future, Inc., Document Number P95000029951, was approved by the Board of Directors of the Corporation, consisting of one person, Jeri Goldberg. No shares of this Corporation have ever been distributed. This Restatement was adopted September 7, 1995.

ARTICLE I. - NAME

The name of the corporation shall be SHEMA YISRAEL CORPORATION.

ARTICLE II. - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 16751 NE 9th Avenue, North Miami Beach, Florida 33162.

ARTICLE III. - PURPOSES

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida.

ARTICLE IV. - MANNER OF ELECTION OF DIRECTORS

This corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) per value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE V. - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI. - TERM

This corporation shall commence its existence upon filing and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VII. - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE VIII. - PRINCIPAL OFFICE AND AGENT

The street address of the principal office and mailing address of this Corporation is 16751 NE 9th Avenue, North Miami Beach, Florida 33162, and the name of the registered agent of this corporation is ALFREDO TULIPAN whose address is 16751 NE 9th Avenue, North Miami Beach, Florida 33162.

ARTICLE IX. - BOARD OF DIRECTORS

This corporation shall have at least One (1) director with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote, determine that the corporation be managed by the shareholders. The name and address of the director of this corporation is ALFREDO TULIPAN, 16751 NE 9th Avenue, North Miami Beach, Florida 33162.

ARTICLE X. - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is JERI GOLDBERG, 4172 Inverrary Drive, #511, Lauderhill, Florida 33319.

ARTICLE XI. - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE XII.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation, or who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he or she were not such director or officer of such other corporation, or not so interested.

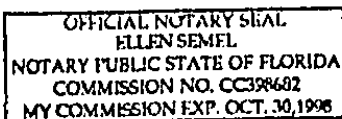
ARTICLE XIII.

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them from any indebtedness of such stockholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12 day of September, 1995.

Jan Goldberg
Subscriber / Director

Ellen Semel



Sept 12, 95

STATE OF FLORIDA)
) SS.
COUNTY OF Dade)

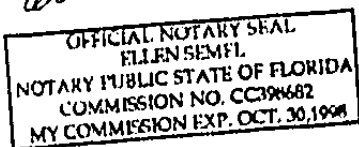
I HEREBY CERTIFY that on this day before me, an officer duly authorized to administer oaths and take acknowledgements, personally appeared JERI GOLDBERG, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and she duly acknowledged before me that she executed the same for the purposes therein expressed, and who produced FL Drivers Lic as identification.

WITNESS MY HAND and official seal this 12 day of Sept, 1995.

Ellen Semel
Notary Public, State of Florida

My Commission Expires:

Ellen Semel



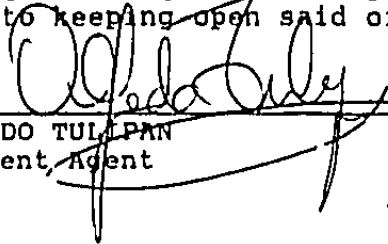
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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

That SHEMA YISRAEL CORPORATION, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 16751 NE 9th Avenue, #411, North Miami Beach, County of Dade, State of Florida, has named ALFREDO TULIPAN, located at 16751 NE 9th Avenue, North Miami Beach, County of Dade, State of Florida, as its agent to accept service of process with the State.

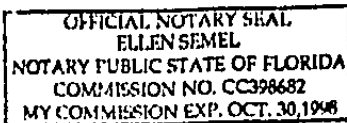
ACKNOWLEDGEMENT

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



ALFREDO TULIPAN
Resident Agent

Ellen Semel 9/12/95



FILED
1995 SEP 18 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA