CAPITAL CONNECTION, INC. 417 E. Virginia St., Suite 1, Taliahassee, FL 32301, (904)224-8870 Mailing Address: Fost Office Box 10349, Taliahassee, FL 32302 TOLL, FREE No. 1-800-342-8062 FAX (904) 222-1222 NAME FIRM ADDRESS 41. of Ino. File Corp. Record Soarch Lid. Partnorahip File Lid. Partnorahip File

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Please remit invoice number with payment TERMS: NET 16 DAYS FROM INVOICE DATE 1 1/2% per month on Past Due Amounts Past 30 Days, 18% per Annum.

THANK YOU from Your Capital Connection DANIEL J. ZEMEL, ESQ. 2875 NORTHEAST 191ST STREET SUITE 304

ANTENTUNA, ITLONUDA 33180

DANIKL J. ZEMEL

OF COUNSEL HERBERT ZEXREL FRANKLIN ZEMEL TELEPHONE (303) 932-3053 FACSIMILE (303) 931-7773

January 12, 1996

Secretary of State Division of Corporations George Firestone Building 409 East Gaines Street Tallahassee, Florida 32399

RE: Articles of Incorporation for TALMUDIC COLLEGE OF FLORIDA STUDENT HOUSING RICKBAR APARTMENTS, INC.

Dear Secretary of State:

Enclosed please find the Articles of Incorporation for the above referenced corporation, and a check in the amount of \$131.25 for filing same and for providing a Certificate of Good Standing.

Thank you for your anticipated cooperation and attention to this matter.

Very Truly Yours,

DJZ:me Encls.

cc: Client (via telefax w/ copies of enclosures)

ARTICLES OF INCORPORATION

OF

FILED

96 JAN 16 PH 3102

SELLAHASSEE, FLORIDA

TALMUDIC COLLEGE OF FLORIDA

STUDENT HOUSING RICKBAR APARTMENTS, INC.

ARTICLE I.

CORPORATE NAME

The name of this corporation shall be:

TALMUDIC COLLEGE OF FLORIDA STUDENT HOUSING RICKBAR APARTMENTS, INC.

ARTICLE II.

NATURE OF CORPORATE BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE III.

CAPITAL STOCK

This corporation is authorized to issue a maximum of One Thousand shares of stock. The shares of stock authorized shall be common stock having no par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV.

INITIAL REGISTERED AGENT

The corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Daniel J. Zemel
2875 Northeast 191 Street
Suite 304
Aventura, Florida 33180
The principal address is the same.
Page 1 of 3 Pages

ARTICLE V.

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Board of Directors. However, the corporation shall have no less than one (1) Director at any time.

ARTICLE VI.

INCORPORATORS

The name and post office address of the incorporator executing these Articles of incorporation is as follows:

Name

Address

Daniel J. Zemel

The Law Offices of Daniel J. Zemel, Esq. 2875 Northeast 191 Street Turnberry Plaza, Suite 304 Aventura, Florida 33180

ARTICLE VII.

COMMENCEMENT DATE

Corporate existence will commence upon filing.

THE UNDERSIGNED Incorporator, for the purpose of forming a corporation to do business within the State of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

Daniel J

STATE OF FLORIDA)

SS:

COUNTY OF DADE)

BE IT REMEMBERED that on this day before me, a Notary Public duly

authorized in the State and County named above, to take acknowledgments, personally:
appeared Daniel J. Zemel, to me known to be the person described as the Incorporator
in the foregoing Articles of Incorporation, and he acknowledged before me that he

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WITNESS my hand and official seal at said County and State on this

the 12th day of January, 1996.

Notary Public, State of Florida at Large My Commission Expires: OFFICIAL NOTARY SEAL ARIONE R RICHARD NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC253183 MY COMMISSION BXP. MAR. 7,1997

The undersigned hereby accepts the foregoing designation as Initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.

DATED: January 12, 1996

Daniel J. Zemel 2875 Northeast 191st Street Turnberry Plaza, Suite 304 Aventura, Florida 33180 Telephone: (305) 932-5055 Telefax: (305) 931-7773

Daniel J. Zemel

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