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H. H. TAYLOR (1882-1961)

GEORGE F. ALLEN  
LEILA D. ANDERSON  
JOHN S. ANDREWS, P.A.  
PETER C. BIANCHI, JR.  
KENNETH M. BLOOM  
DAVID S. BOWMAN, P.A.  
WILBUR E. BREWTON, P.A.  
MURRAY H. DUBBIN  
HAROLD L. GREENE  
MICHAEL E. HILL  
JOEL N. MINSKER, P.A.  
W. DOUGLAS MOODY, JR.  
GERALD W. MOORE, P.A.  
JAMES W. MOORE, P.A.  
THOMAS J. PALMIERI  
I. ED. PANTALEON  
ROBERT J. PATERNO  
KELLY BREWTON PLANTE  
GARY L. RUDOLF, P.A.  
ANTHONY F. SANCHEZ  
KARL J. SCHUMER  
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THOMAS J. SKOLA  
HENRY H. TAYLOR, JR.  
ARNALDO VELEZ  
R. BRUCE WALLACE

OF COUNSEL  
P. TRISTAN BOURGOIGNIE  
FRANK D. HALL  
BURTON HARRISON  
A. STEPHEN KOTLER  
ROBERT A. SPOTTSWOOD, P.A.

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

TAYLOR, BRION, BUKER & GREENE  
ESTABLISHED 1906

March 14, 1996

PLEASE REPLY TO

MIAMI

FOURTEENTH FLOOR  
801 BRICKELL AVENUE  
MIAMI, FLORIDA 33131-2800  
TELEPHONE (305) 377-6700  
TELECOPIER (305) 371-4578

POST OFFICE BOX 1189  
225 SOUTH ADAMS STREET, SUITE 250  
TALLAHASSEE, FLORIDA 32302-3189  
TELEPHONE (904) 222-7717  
TELECOPIER (904) 222-3494

BARNETT BANK PLAZA, 18TH FLOOR  
ONE EAST BROWARD BOULEVARD  
FT. LAUDERDALE, FLORIDA 33301-1808  
TELEPHONE (305) 522-6700  
TELECOPIER (305) 522-6711

800 FLEMING STREET  
KEY WEST, FLORIDA 33040-1900  
TELEPHONE (305) 292-1776  
TELECOPIER (305) 292-1982

2801 PONCE DE LEON  
SUITE 707  
CORAL GABLES, FLORIDA 33134-6994  
TELEPHONE (305) 445-7577  
TELECOPIER (305) 446-9944

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RE: ARTICLES OF INCORPORATION OF  
VIRTUAL YESHIVA CORPORATION

Gentlemen:

Enclosed is the original and one copy of the Articles of Incorporation of the above-captioned corporation.

Kindly prepare a certified copy of said Articles of Incorporation, endorse your approval thereon and return the copy to us.

We are enclosing a check in the amount of \$122.50 to cover the following: Filing Fee-\$35.00; Certified Copy-\$52.50 and Registered Agent Fee-\$35.00.

If a charter cannot be issued for any reason, please contact me immediately at my new offices located at: 800 Brickell Avenue, Suite 1100, Miami, Florida 33131.

Thank you for your cooperation in this matter.

Very truly yours,

KENNETH M. BLOOM

KMB/do  
Enclosures

cc: Rabbi Rami M. Shapiro  
Robert Schwartzol

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MAR 22 2 58  
STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
VIRTUAL YESHIVA CORPORATION

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96 MAR 22 PM 2:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is VIRTUAL YESHIVA CORPORATION.

ARTICLE II - PRINCIPAL OFFICE AND  
MAILING ADDRESS OF CORPORATION

The principal office and mailing address of the Corporation is  
800 Brickell Avenue, Suite 1100, Miami, Florida 33131.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue one class of stock.  
The capital stock authorized, the par value thereof and the  
characteristics of such stock shall be as follows:

7,500 shares of common stock - par value One  
Dollar (\$1.00). 3,750 shares shall be voting  
shares, and 3,750 shares shall be non-voting  
shares. There shall be no more than 35  
shareholders at any one time. All shares of  
stock shall be appropriately designated at  
time of issuance, as voting or non-voting  
shares.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The initial registered office is located at 800 Brickell  
Avenue, Suite 1100, Miami, Florida 33131. The name of the initial  
registered agent of this Corporation at that address is Kenneth M.

Bloom. Said registered agent is familiar with and accepts the obligations of that position.

#### ARTICLE V - INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is Kenneth M. Bloom, 800 Brickell Avenue, Suite 1100, Miami, Florida 33131.

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
RAMI M. SHAPIRO	10305 S.W. 130th Court Miami, Florida 33186

#### ARTICLE VII - PURPOSE

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

#### ARTICLE VIII - COMMENCEMENT OF EXISTENCE

This Corporation shall commence to exist on the date of subscription to these Articles if filed within five (5) days with

the Secretary of State.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20th day of March, 1996.

  
KENNETH M. BLOOM  
INCORPORATOR

STATE OF FLORIDA            )  
                                  ) ss  
COUNTY OF DADE            )

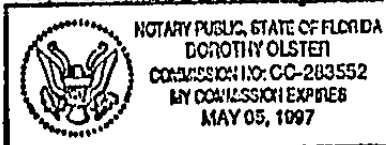
The foregoing instrument was acknowledged before me this 20th day of March, 1996 by KENNETH M. BLOOM, Incorporator in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation and who personally appeared before me at the time of notarization, and who is personally known to me and did not take an oath.

WITNESS my hand and official seal at Miami, Dade County, Florida this 20th day of March, 1996.

  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

Printed Name: DOROTHY OLSTER

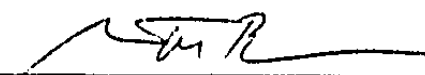
My Commission Expires:



**CERTIFICATE OF ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT**

VIRTUAL YESHIVA CORPORATION, having appointed the undersigned as its Registered Agent and Kenneth M. Bloom, as its registered

officer, the undersigned hereby accepts said appointment and agrees to act in said capacity.

  
KENNETH M. BLOOM

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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