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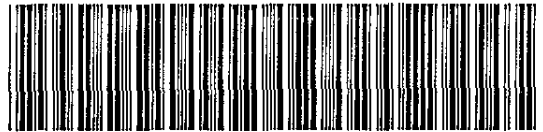
(Business Entity Name)

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J BRYAN OCT 4 2005

EPSTEIN BECKER & GREEN, P.C.

ATTORNEYS AT LAW
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NEW YORK, NEW YORK 10177-1211
212.351.4500
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AMBER PATEL
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APATEL@EBGLAW.COM

September 29, 2005

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Ohel Children's Home and Family Services, Inc.

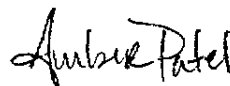
Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check in the amount of \$70.00 are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida. Please return all correspondence concerning this matter to the following:

Amber Patel
Epstein Becker & Green
250 Park Avenue
New York, NY 10177

For further information concerning this matter, please call Adam Lancer at (718) 851-6300.

Best regards,



Amber Patel
Legal Assistant

Enclosures

ATLANTA • CHICAGO • DALLAS • HOUSTON • LOS ANGELES • MIAMI
NEWARK • NEW YORK • SAN FRANCISCO • STAMFORD • WASHINGTON, D.C.

APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:

- 1. Ohel Children's Home and Family Services, Inc.
(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
- 2. New York
(State or country under the law of which it is incorporated)
- 3. 11-6078704
(FBI number, if applicable)
- 4. January 26, 1966
(Date of Incorporation)
- 5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
- 6. N/A
(Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S. to determine penalty liability.)
- 7. 4510 16th Avenue, Brooklyn, New York 11204
(Principal office address)
4510 16th Avenue, Brooklyn, New York 11204
(Current mailing address)

8. SEE ATTACHED
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box **NOT** acceptable)

Name: Jack R. Weitz

Office Address: 1021 Ives Dairy Road, Suite 119

North Miami Beach, Florida 33179
(City) (Zip Code)

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10. Registered Agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duty, and I am familiar with and accept the obligations of my position as registered agent.

Jack R. Weitz, Ph.D.
(Registered Agent's signature)

11. Attached is a Certificate of Existence duly authenticated, not more than 90 days prior to delivery of this application the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS SEE ATTACHED

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS SEE ATTACHED

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

* 13. Moishe Hellman
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Moishe Hellman, President
(Typed or printed name and capacity of person signing application)

OHEL CHILDREN'S HOME AND FAMILY SERVICES, INC.
EIN: 11-6078704

Attachment to
Application by Foreign Not for Profit Corporation
for Authorization to Conduct its Affairs in Florida
("Application for Certificate of Authority")

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Line 8

Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida.

(A) The activities which Ohel Children's Home and Family Services, Inc. (the "Corporation") plans to conduct in Florida, and which it is also authorized to conduct in its jurisdiction of incorporation are:

(i) receiving deserted, abandoned, dependent, neglected, emotionally disturbed and/or handicapped Jewish children by surrender, commitment or otherwise; placing such children in family homes for adoption; placing such children in foster homes, or other institutions or programs, private or public; establishing, owning, operating and maintaining foster home programs; providing care, aid, and assistance in the maintenance and supervision of children until they reach majority age or are adopted and giving consent to the legal adoption of such children; providing a comprehensive program consisting of a full range of auxiliary services as may be necessary and appropriate for the care and supervision of such children;

(ii) establishing, owning, operating and maintaining residential programs and facilities or alternate supervised and unsupervised living arrangements to provide care, habilitation, rehabilitation, social activities and other supportive services and treatment in a homelike environment for developmentally, emotionally, mentally and/or physically disabled children and adults;

(iii) establishing, owning, operating and maintaining non-residential programs and facilities, including, but not limited to, out-patient clinics, day programs, and psychological, social work, family support services and similar services and treatments for developmentally, mentally and/or emotionally disabled children and adults;

(iv) serving as the guardian of the person and of the assets and property of developmentally, emotionally, mentally and/or physically disabled children and adults, and establishing, maintaining, managing, overseeing and administering various trusts for the benefit of such individuals and their assets and property;

(v) developing and operating specialized programs, including, but not limited to programs for the treatment of sexual abuse;

(vi) developing and operating a specialized program for chemical dependence, alcoholism and/or substance abuse, including, but not limited to, school and community based educational and preventative programs, and providing related services;

OHEL CHILDREN'S HOME AND FAMILY SERVICES, INC.
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**Attachment to
Application for Certificate of Authority**

(vii) providing consultation, training and community education to mental health professionals, schools and to the general public in various communities in Florida regarding issues faced by the population served by the Corporation;

(viii) establishing, owning, operating and maintaining summer camps and other recreational programs for children and adults with developmental, mental and/or emotional disabilities; and

(ix) subject to the limitations set forth herein, engaging in any and all other lawful acts or activities, and exercising all such powers, rights and privileges applicable to not-for-profit corporations organized under the Florida Not For Profit Corporation Act, in furtherance of accomplishing the foregoing charitable purposes.

(B) Notwithstanding anything to the contrary set forth hereinabove, and except to the extent otherwise required by law or applicable regulation, the Corporation's services, programs and operations may be either licensed by various federal, state, county, city or local authorities or agencies or may be unlicensed services, programs and operations, and in either case, may serve people with or without a disability who are in need of such services.

(C) Notwithstanding any other provision of this Application for Certificate of Authority to the contrary, nothing contained herein shall authorize the Corporation directly or indirectly to engage in any of the activities mentioned in clause (A) of Line 8 herein, without the Corporation first having obtained the consent or approval from the appropriate governmental authority with respect thereto.

Line 12

Names and addresses of officers and/or directors.

A. Directors

As per the Corporation's By-Laws, the Corporation is managed by its Members. The names and addresses of the Members of the Corporation are as follows:

Moshe Bertram
3401 Tremley Point Rd.
Linden, NJ 07036

Barry Picker
1406 Ave. X
Brooklyn, NY 11235

Dr. Marcel Biberfeld
Maimonides Community Mental Health
Center
920 48th Street
Brooklyn, NY 11219

Dr. Yale Port
2022 Ave M
Brooklyn, NY 11210

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Sid Borenstein
1246 East 10th Street
Brooklyn, NY 11230

Rabbi Jacob Rabinowitz
804 East 8th St
Brooklyn, NY 11230

Mark Bunim, Esq.
Robinson, Silverman, Pearce, Aronsohn &
Berman, LLP
1290 Ave. of the Americas
New York, NY 10104

Pinny Rand
Y&S Handbags
141 Spencer Street,
Brooklyn, NY 11205

Shloime Dachs
1042 East 31st Street
Brooklyn, NY 11210

Dr. Tzvi Mayer & Chaya Neuberger
1648 48th Street
Brooklyn, NY 11204

Gary Eichhorn
Waybrook
1807-09 Flatbush Ave,
Brooklyn, NY 11210

Marc Newman, Esq.
Newman & Berger
295 Madison Ave, Suite 700
New York, NY 10017

Joel Eisenreich
Vice President – Bais Ezra
12 Rochelle Lane
Wesley Hills, NY 10977

Dr. David Nussbaum
6-15 15th Street
Fair Lawn, NJ 07410

Rabbi Joseph Fischman
1530 48th Street
Brooklyn, NY 11219

Miriam Lubling
1369- 51st Street
Brooklyn, NY 11219

Rabbi Yitzchok Fleischer
1742 48th Street
Brooklyn, NY 11204

Gerald Mark
1 President Street
Staten Island, NY 10314

Jerald S. Friedman
179 Cedar Lane
Teaneck, New Jersey 07666

Sol Mermelstein
1651 56th Street
Brooklyn, NY 11204

Saul N. Friedman
Saul N. Friedman & Co.
6201 15th Avenue
Brooklyn, NY 11219

Rabbi Harry Rieder
2 Yolanda Drive
Edison, NJ 08818

Dr. Frank Goldberg
1347 E. 13th Street
Brooklyn, NY 11230

Baila Sandhaus
1539 48th Street
Brooklyn, NY 11219

OHEL CHILDREN'S HOME AND FAMILY SERVICES, INC.
EIN: 11-6078704

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Rabbi Philip Goldberg
1241 45th Street
Brooklyn, NY 11219

Harry Schlachter
American Stock and Transfer Co.
6201 15th Avenue
Brooklyn, NY 11219

Moishe Hellman
Hellman Management
5414 New Utrecht Avenue
Brooklyn, NY 11219

A. J. Schreiber
Fidelis Care New York
9525 Queens Boulevard
Rego Park, NY 11374

Ronny Hersh
Rosetti Handbags & Accesories,
10 West 33rd Street, Room 312
New York, NY 10001

Fred Schulman
ABC Target/724 Park Place,
Long Beach, N.Y. 11561

Moshe Hertz
47 Olympia Lane
Monsey, NY 10952

Barry Stern
Strategic Healthcare Solutions
6300 Eighth Avenue
Brooklyn, NY 11220

Danial Jacobson
Kehilla Chapels
60 Brighton 11th Street
Brooklyn, NY 11235

Ely Tendler, Esq.
IDT
520 Broad Street
Newark, NJ 07102

David Jacobson
814 E. 22 Street
Brooklyn, NY 11229

Louis Tratner, Esq.
Tratner & Molloy
545 5th Ave,
New York, NY 10017

Ari Jungreis
GFI Realty Services
50 Broadway, 5th Floor
New York, NY 10004

Max Wasser
Wasser Brettler Klar & Lipstein
132 Nassau Street
New York, NY 10038

Chaim Kaminetzky
Highland Care
91-31 175th Street
Jamaica, NY 11432

Shaul Wasser
Datamax
132 Nassau Street
New York, NY 10038

Jay Kestenbaum
Refrigeration Sales
3818 33rd Street
Long Island City, NY 11101

Chesky Wertman
493 Arbuckle
Cedarhurs, NY 11516

OHEL CHILDREN'S HOME AND FAMILY SERVICES, INC.
EIN: 11-6078704

**Attachment to
Application for Certificate of Authority**

Dr. Philip Kipust
1558 45th Street
Brooklyn, NY 11219

Moshe H. Wieder
Global Business Institute
1931 Mott Avenue
Far Rockaway, NY 11691

Irving Langer
E & M Management
1465-A Flatbush Avenue
Brooklyn, NY 11210

Mel Zachter
Executive Board Chairman/Treasurer
Loeb & Troper
655 Third Avenue
New York, NY 10017

Herschel I. Langner
3465 Bedford Avenue
Brooklyn, NY 11210

Morris Zakheim
Zakheim Roth & Co
29 Broadway, Suite 1510
New York, NY 10006

Louis Libin
Compu-Dawn
77 Spruce Street
Cedarhurst, NY 11516

B. Officers

President

Moishe Hellman
Hellman Management
5414 New Utrecht Avenue
Brooklyn, NY 11219

Vice President

Rabbi Joseph Fischman
1530 48th Street
Brooklyn, NY 11219

Vice President

Saul N. Friedman
Saul N. Friedman & Co.
6201 15th Avenue
Brooklyn, NY 11219

Vice President

Chaim Kaminetzky
Highland Care
91-31 175th Street
Jamaica, NY 11432

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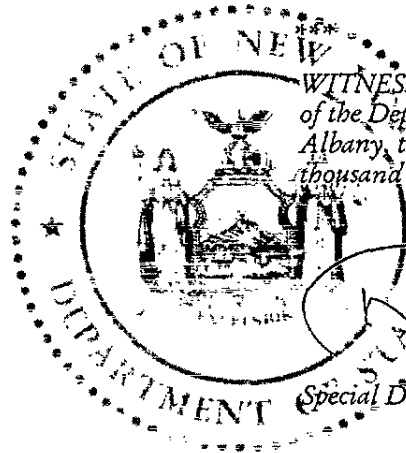
Vice President	Sol Mermelstein 1651 56th Street Brooklyn, NY 11204
Vice President	Rabbi Harry Rieder 2 Yolanda Drive Edison, NJ 08818
Vice President/ Chairperson of the Bais Ezra Class of Members	Chesky Wertman 493 Arbuckle Cedarhurst, NY 11516
Vice President of the Bais Ezra Class of Members	Joel Eisenreich 12 Rochelle Lane Wesley Hills, NY 10977
Secretary	Rabbi Yitzchok Fleischer 1742 48th Street Brooklyn, NY 11204
Secretary of the Bais Ezra Class of Members	Danial Jacobson Kehilla Chapels 60 Brighton 11 th Street Brooklyn, NY 11235
Treasurer	David Jacobson 1814 E. 22 Street Brooklyn, NY 11229
Treasurer of the Bais Ezra Class of Members	Barry Picker 1406 Ave. X Brooklyn, NY 11235
Chairperson	Morris Zakheim Zakheim Roth & Co 29 Broadway, Suite 1510 New York, NY 10006
Executive Chairperson/ Treasurer	Mel Zachter Loeb & Troper 655 Third Avenue New York, NY 10017

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State of New York
Department of State } ss:

I hereby certify, that the Certificate of Incorporation of OHEL CHILDREN'S HOME AND FAMILY SERVICES, INC. was filed on 01/26/1966, under the name of OHEL CHILDREN'S HOME FUND, INC., as a Not-for-Profit Corporation and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.

A Certificate of Amendment OHEL CHILDREN'S HOME FUND, INC., changing its name to OHEL CHILDREN'S HOME AND FAMILY SERVICES, INC., was filed 11/05/1982.



WITNESS my hand and the official seal of the Department of State at the City of Albany, this 23rd day of September two thousand and five.

[Handwritten Signature]
Special Deputy Secretary of State

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