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FLORIDA NON-PROFIT CORPORATION

JEFF ROSENTHAL "PAM" FOUNDATION, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

October 18, 2000

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SUBJECT: JEFF ROSENTHAL "PAM" FOUNDATION , INC.  
REF: W00000024890

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

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ARTICLES OF INCORPORATION  
OF

JEFF ROSENTHAL "PAM" FOUNDATION, INC.  
A FLORIDA NOT FOR PROFIT CORPORATION

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The undersigned subscriber(s) to these Articles of Incorporation hereby form(s) a corporation under Chapter 617 Florida Statutes, the Florida Not for Profit Corporation Act.

ARTICLE I - NAME OF THE CORPORATION

The name of the corporation shall be JEFF ROSENTHAL "PAM" FOUNDATION, INC., a Florida Not for Profit Corporation.

ARTICLE II - ADDRESS

The principal mailing office of the corporation shall be c/o Catherine E. Ford, 4720 South Ocean Boulevard, Highland Beach, Florida 33487.

ARTICLE III - SPECIFIC PURPOSE

This corporation shall be authorized to engage in the transaction of activities concerning the furtherance of public education and awareness of water-borne amoebic illnesses, including the illness commonly known as "PAM" in a not for pecuniary profit manner, as provided for under the Florida Not for Profit Corporation Act, Florida Statutes §617.0301.

ARTICLE IV - REGISTERED AGENT

The initial registered agent of the corporation shall be John T. Paxman, Esquire, with a registered address of JOHN T. PAXMAN, P.A., 1601 Forum Place, Suite 801, West Palm Beach, Florida 33401.

ARTICLE V - INCORPORATOR

The incorporator of the corporation is John T. Paxman, Esquire, whose address is c/o JOHN T. PAXMAN, P.A., 1601 Forum Place, Suite 801, West Palm Beach, Florida 33401

Document Prepared by:  
John T. Paxman, Esq. FBN #367039  
JOHN T. PAXMAN, P.A.  
1601 Forum Place, Suite 801  
West Palm Beach, Florida 33401  
561.712.8700

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**ARTICLE VI - ELECTION OF DIRECTORS**

The directors of the corporation shall be elected by an affirmative vote of the majority of the directors of the corporation, even though they may constitute less than a quorum.

**ARTICLE VII - NUMBER OF DIRECTORS**

The corporation shall maintain at least three (3) directors, but may have as many directors as the board of directors, in its sole discretion, decides the corporation needs.

**ARTICLE VIII - INITIAL DIRECTORS**

The initial directors of the corporation are

**Group 1 Directors**

Catherine E. Ford  
4720 South Ocean Boulevard  
Highland Beach, Florida 33487

**Group 2 Directors**

Victoria Schieppe  
9 Midvale Road  
Warren, New Jersey

Kim Reinhart  
10030 Allison Avenue  
Hastings, Florida 32145

**ARTICLE IX - TERMS FOR DIRECTORS**

All directors will be categorized as belonging to either Group 1 or Group 2. Any director who replaces another director, will belong to the same group as the former director. In any other instances, a new director shall belong to the group which has fewer directors than the other group. If the number of directors in each group is equal, then the new director shall belong to Group 1. The terms for the directors shall be two (2) years, with Group 1 directors being selected at the annual directors' meeting in odd-numbered years, and Group 2 directors being selected at the annual directors' meeting in even-numbered years. The first Group 1 Directors shall serve until the annual directors' meeting in 2002.

**ARTICLE X - DIRECTOR COMPENSATION**

No director shall receive compensation from the corporation for services provided as director.

**ARTICLE XI - MEMBERSHIP**

The corporation shall have no members or membership.

**ARTICLE XII - DATE OF EXISTENCE**

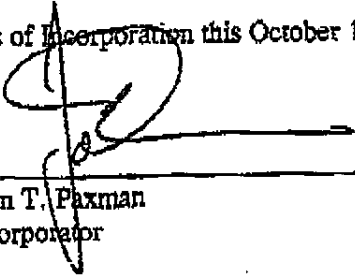
The date when the corporate existence for this corporation shall begin shall be the date of the filing of these Articles of Incorporation.

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**ARTICLE XIII - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in and is hereby reserved to the directors.

In witness whereof, the undersigned executed these Articles of Incorporation this October 17, 2000.

By:   
\_\_\_\_\_  
John T. Paxman  
Incorporator

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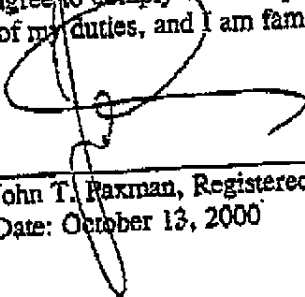
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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: JEFF ROSENTHAL "PAM" FOUNDATION, INC.
2. The name and address of the registered agent and office is: John T. Paxman, 1601 Forum Place, Suite 801, West Palm Beach, Florida 33401.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



\_\_\_\_\_  
 John T. Paxman, Registered Agent  
 Date: October 13, 2000

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