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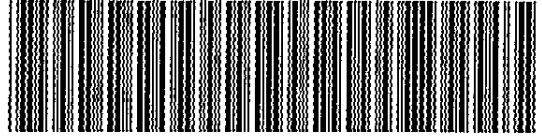
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LITOW, CUTLER & ZABLUDOWSKI, LLC

ATTORNEYS AND COUNSELORS AT LAW

Steven W. Cutler, Esq.

Masters of Law (LL.M.) Taxation

Direct Line: 954.468.3342

E-Mail: swcutler@lczlaw.com

July 16, 2003

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

Re: The Steven C. Bagdan Charitable Foundation, Inc.

Dear Sir/Madam:

On behalf of the above referenced Florida not-for-profit corporation, I am enclosing with this letter original Articles of Incorporation ("Articles") together with my check no. 2623 in the amount of \$78.75 for the appropriate filing fee (\$70.00) and for one certified copy of the Articles once they have been filed (\$8.75). Please return the certified copy of the Articles to me in the enclosed self-addressed stamped envelope provided for your convenience.

Thank you for your cooperation and prompt attention. If you have any questions regarding the foregoing or otherwise, please contact me upon receipt of this letter.

With kindest regards,

LITOW, CUTLER & ZABLUDOWSKI, LLC

By: 

Steven W. Cutler, P.A.

SWC/ml

Enc.

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350 East Las Olas Boulevard
Suite 1250
Fl. Lauderdale, Florida 33301

Broward

Telephone: 954.522.7900

Facsimile: 954.522.7557

Miami-Dade

Telephone: 305.381.8400

Facsimile: 305.381.7910

Palm Beach

Telephone: 561.998.1888

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

THE STEVEN C. BAGDAN CHARITABLE FOUNDATION, INC.

(Under Chapter 617 of the Florida Not-For-Profit Corporation Act)

The undersigned acting as incorporator of a corporation under the Florida Not-For-Profit Corporation Act, hereby adopts the following Articles of Incorporation of such corporation.

ARTICLE ONE

The name of the Corporation is THE STEVEN C. BAGDAN CHARITABLE FOUNDATION, INC. (hereinafter the "Corporation").

ARTICLE TWO

The term of existence of the Corporation is perpetual.

ARTICLE THREE

The Corporation is organized exclusively for one or more of the following purposes:

1. Religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provisions of athletic facilities or equipment), or for the prevention of cruelty to children or animals, as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code.

2. To apply the income, and if the Corporation so decides, the principal, of such property as the Corporation may from time to time possess, in aid of the prior enumerated purposes, including the giving of such income and principal to any other domestic or foreign charitable corporation, association, organization or trust; provided, however, that any such domestic or foreign corporation, association or trust is organized and operated exclusively for charitable, religious, education, humanitarian or scientific purposes within the meaning of Code Section 501(c)(3) or to corresponding provisions of any subsequent Federal tax law.

In furtherance of the above enumerated purposes and functions, the Corporation may engage in any lawful act or activity for which corporations may be organized under the Florida Not-for-Profit Corporation Act.



With respect to all of the foregoing purposes, however, the Corporation shall be subject to the following limitations and restrictions:

(a) The Corporation shall not be operated for pecuniary profit or financial gain and no part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or any other individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), nor shall any of such net earnings be used otherwise than for charitable, religious, educational, humanitarian or scientific purposes, nor shall any part of the activities of the Corporation consist of carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

(b) Upon the liquidation or dissolution of the Corporation or the winding up of its affairs, whether voluntary, involuntary or by operation of law, no director or officer of the Corporation or any other individual shall be entitled to any distribution or division of its remaining property or the proceeds of the same, and the balance of all money and other property received by the Corporation from any source, including its operations, after the payment of all debts and obligations of the Corporation of whatever kind and nature, shall be distributed to an organization or organizations which are exempt from Federal income tax under Code Section 501(c)(3).

(c) The Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Code Section 501(c)(3) or by an organization contributions to which are deductible under Code Section 170(c)(2).

(d) For any period in which the Corporation is a private foundation within the meaning of Code Section 509(a), the Corporation shall also be subject to the following additional limitations:

(1) The Corporation shall not engage in any act of self-dealing which is subject to tax under Code Section 4941.

(2) The Corporation shall distribute such amounts for each taxable year at such time and in such manner as not to subject the Corporation to tax on undistributed income under Code Section 4942.

(3) The Corporation shall not retain any excess business holdings which are subject to tax under Code Section 4943.

(4) The Corporation shall not make any investments which would jeopardize the carrying out of any of its exempt purposes as to subject the Corporation to tax under Code Section 4944.

(5) The Corporation shall not make any expenditures which are subject to tax under Code Section 4945.

(e) The Corporation shall have and may exercise all powers necessary or convenient to effect, or which are conducive to the attainment of, any or all of the foregoing purposes, subject to such limitations as are provided by law.

ARTICLE FOUR

The street address of the initial principal office and mailing address of the Corporation is 11690 S.W. 25th Street, Davie, Florida 33325.

ARTICLE FIVE

There shall be three (3) members of the Initial Board of Directors of the Corporation. The number of directors may be increased or decreased from time to time by the Board of Directors but the number of directors shall never be less than three (3). The names and addresses of the Initial directors of the Corporation until the first annual meeting of the Board of Directors are as follows:

1. Steven C. Bagdan
11690 S.W. 25th Street
Davie, Florida 33325
2. David R. Hofer
4041 East Lake Estates Drive
Davie, Florida 33328
3. Richard Lederman
4 N.W. 108th Way
Plantation, Florida 33324-1555

The election of the Directors of the Corporation need not be by written ballot unless the By-Laws of the Corporation otherwise provide.

ARTICLE SIX

STEVEN W. CUTLER, Esquire is designated as the initial registered agent of the Corporation upon whom process against the Corporation may be served. The street address of the Corporation's initial registered office and the initial resident agent of the Corporation is STEVEN W. CUTLER, Esquire, 350 E. Las Olas Blvd., Ste. 1250, Ft. Lauderdale, Florida 33301.

ARTICLE SEVEN

The Corporation is a non-stock corporation and shall have no authority to issue any capital stock. The conditions of membership in the Corporation shall be stated in the By-Laws of the Corporation.

ARTICLE EIGHT

The By-Laws of the Corporation are to be made, altered, or rescinded as provided therein.

ARTICLE NINE

These Articles of Incorporation may be amended by the act of the Directors of the Corporation. Such amendments may be proposed and adopted in the manner provided in the By-Laws of the Corporation.

ARTICLE TEN

The Corporation shall, to the fullest extent permitted by the laws of the State of Florida, as now or hereafter in effect, indemnify all persons whom it may indemnify under such provisions. The indemnification provided by this Article shall not limit or exclude any rights, indemnities or limitations of liabilities to which any person may be entitled, whether as a matter of law, under the By-Laws of the Corporation, by agreement, vote of the members of disinterested Directors of the Corporation or otherwise.

ARTICLE ELEVEN

The name and address of the incorporator is STEVEN C. BAGDAN, presently residing at 11690 S.W. 25th Street, Davie, Florida 33325.

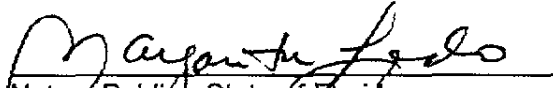
WITNESS the hand and seal of said incorporator this 5 day of June, 2003.


STEVEN C. BAGDAN

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

Sworn to and subscribed before me this 5th day of June, 2003 by STEVEN C. BAGDAN.




Notary Public - State of Florida
My Commission Expires:

Personally Known OR Produced Identification


Type of Identification Produced _____



**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 THE STEVEN C. BAGDAN CHARITABLE FOUNDATION, INC., a Florida not-for-profit corporation, desiring to organize under the laws of the State of Florida with its principal office in the County of Broward, State of Florida, has named STEVEN W. CUTLER, Esquire, 350 E. Las Olas Blvd., Ste. 1250, Ft. Lauderdale, Florida 33301, as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation, at a place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



STEVEN W. CUTLER, Esquire
(Resident Agent)

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TALLAHASSEE, FLORIDA