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FLORIDA PROFIT/NON PROFIT CORPORATION

Harpo Foundation, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

HARPO FOUNDATION, INC.

In Compliance with Chapter 617, Florida Statutes

A Not for Profit Corporation

The undersigned incorporator, a natural person over the age of eighteen years and a citizen of the United States of America, in order to form a Not For Profit Corporation under Florida Statutes, Chapter 617, adopts the following Articles of Incorporation:

ARTICLE I: The name of the Corporation shall be HARPO FOUNDATION, INC. ("the Corporation").

ARTICLE II: The principal place of business and the mailing address of the Corporation shall be 3851 Kumquat Avenue, Miami, Florida 33133-5609.

ARTICLE III: The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue

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Code of 1986 or the corresponding section of any future federal tax code.

ARTICLE IV: The manner in which the Directors of the Corporation are to be elected or appointed is as stated in the bylaws of the Corporation.

ARTICLE V: The names and addresses of the persons constituting the initial Board of Directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Edward Levine	3851 Kumquat Avenue Miami, Florida 33133
Jeremy Levine	4886 Hartwick Street Los Angeles, CA 90041-2247
Adam Levine	6069 Seward Park Avenue South Seattle, WA 98118-3052
Patricia G. Fuller	3896 La Playa Blvd. Miami, Florida 33133
Isaac A. Saufer	c/o Kurzman Karelsen & Frank, LLP 230 Park Avenue, Suite 2300 New York, New York 10169

ARTICLE VI: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, members, trustees, officers, or other private

persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VII: Upon the dissolution of the Corporation, assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding

section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII: CT Corporation System, with a street address of 1200 South Pine Island Road, Plantation, Florida 33324, is designated as the initial registered agent of the Corporation.

ARTICLE IX: The name and address of the Incorporator of these Articles is Edward Levine, 3851 Kumquat Avenue, Miami, Florida 33133-5609.

IN WITNESS WHEREOF, the undersigned has herewith set his hand and seal on this 15th day of May, 2006.


EDWARD LEVINE, Incorporator

**Acceptance of Registered Agent
Designated in these Articles of Incorporation**

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in these Articles of Incorporation, the undersigned is familiar with and accepts the appointment as registered agent and agrees to act in this capacity.

CT Corporation System

By: Cornia Bays
Registered Agent

May 16, 2006
Date