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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
THE NERDEL FOUNDATION, INC.

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**ARTICLES OF INCORPORATION
FOR
THE NERDEL FOUNDATION, INC.
(Not-For-Profit)**

The undersigned, desiring to form a charitable corporation under Chapter 617, Florida Statutes, as amended, the Florida Not for Profit Corporation Act, does hereby adopt the following Articles of Incorporation and certify:

**ARTICLE I
NAME**

The name of the corporation shall be THE NERDEL FOUNDATION, INC.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal place of business and mailing address of this corporation shall be 1000 West McNab Road, Pompano Beach, Florida 33069.

**ARTICLE III
PURPOSE**

The corporation is organized exclusively for charitable purposes, to create, establish, operate and provide nutrition and fitness education for children in a web and general media format within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, either directly or through other charitable organizations.

**ARTICLE IV
MANNER OF ELECTION**

The method of election of directors is as stated in the bylaws.

**ARTICLE V
INITIAL DIRECTORS**

The affairs of this Corporation shall initially be managed by a Board of Directors consisting of no more than fifteen but at least three directors who shall serve in accordance with the procedures described in the Bylaws. The names and addresses of the persons who shall serve as the initial Directors of the Corporation are as follows:

Marc Kesselman	1000 West McNab Road, Pompano Beach, Florida 33069
Robin Kesselman	1000 West McNab Road, Pompano Beach, Florida 33069
Ninette Katsoulos	1000 West McNab Road, Pompano Beach, Florida 33069

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ARTICLE VI
DISSOLUTION

This Corporation is not for profit and, therefore, there shall never be distributed any gains, profits or dividends to any officer, director or member of the Corporation, and no part of the net earnings shall inure to any individual. It is a further express provision of these Articles that the assets and proceeds of every nature and description of the Corporation are, and shall forever be, irrevocably dedicated to the benevolent purposes stated in Article III hereof. In the event of liquidation or dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation to any exempt organization(s) under Section 501(c)(3) as the Board of Directors shall determine.

ARTICLE VII
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida address of the registered agent is:

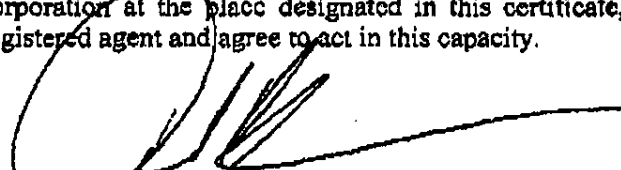
ALAN B. COHN
Greenspoon Marder, P.A.
100 W. Cypress Creek Road, Suite 700
Fort Lauderdale FL 33309

ARTICLE VIII
INCORPORATOR

ALAN B. COHN
Greenspoon Marder, P.A.
100 W. Cypress Creek Road, Suite 700
Fort Lauderdale FL 33309

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MILAN ARIZONA

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with the appointment as registered agent and agree to act in this capacity.


ALAN B. COHN

Registered Agent & Incorporator

Date: 2/6/12