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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

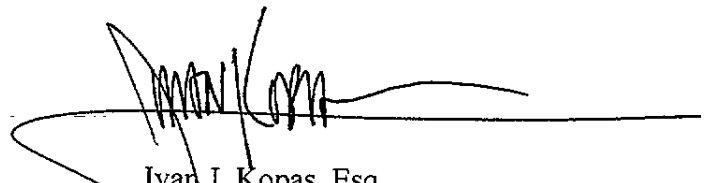
October 30, 2001

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

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*****78.75 *****78.75

Re: Larry Barbarite Memorial Foundation, Inc. (Not for Profit Corporation)

Enclosed are an original and one (1) copy of the Articles of Incorporation and a check for \$78.75 for the filing fee and Certificate of Status.


Ivan J. Kopas, Esq.
Fla. Bar. No. 503711

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation
of
Larry Barbarite Memorial Foundation, Inc.

The undersigned, as subscriber to these Articles of Incorporation (hereinafter "Articles"), being a natural person competent to contract, hereby proceeds to form a Corporation and adopts the following Articles for such purpose.

ARTICLE I
NAME

The name of the Corporation shall be: Larry Barbarite Memorial Foundation, Inc.

ARTICLE II
PRINCIPLE PLACE OF BUSINESS AND MAILING ADDRESS

The principle place of business and mailing address of the Corporation is **1400 N.E. 57th Court #107, Fort Lauderdale, Florida 33334.**

ARTICLE III
PURPOSE

The purpose of the Corporation shall be charitable within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding provisions of future law.

ARTICLE IV
ELECTION OF DIRECTORS

The method of electing directors shall be governed by the Bylaws.

ARTICLE V
INITIAL OFFICERS

The names and addresses of the initial officers of the Corporation are:

Rita Barbarite
President
1400 N.E. 57th Court #107
Fort Lauderdale, Florida 33334

Michele Kopas
Secretary
5321 N.E. 24th Terrace #303A
Fort Lauderdale, Florida 33308

Michele Kopas
Treasurer
5321 N.E. 24th Terrace #303A
Fort Lauderdale, Florida 33308

ARTICLE VI
INITIAL REGISTERED AGENT

The name and Florida street address of the initial registered agent is Rita Barbarite, 1400 N.E. 57th Court, #107, Fort Lauderdale, Florida 33334.

ARTICLE VII
INCORPORATOR

The name and address of the incorporator is Rita Barbarite, 1400 N.E. 57th Court, #107, Fort Lauderdale, Florida 33334.

ARTICLE VIII
TERM

The term for which the Corporation is to exist is perpetual.

ARTICLE IX
LIMITATION ON CORPORATE POWERS

- (a) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise provided by section 501(h) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws. The Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.
- (b) Notwithstanding any other provision set forth in these Articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, or (ii) by a Corporation, contributions to which are deductible for Federal income tax purposes.

- (c) The Corporation shall be managed at all time with policies and practices that provide for equal rights, privileges, and opportunities to any person regardless of race, sex, religion, or national origin.

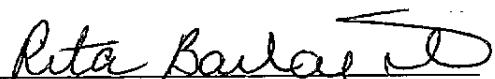
ARTICLE X

DISTRIBUTION OF ASSETS UPON DISSOLUTION OR LIQUIDATION

In the event of the entire or partial termination, dissolution, or winding up of the Corporation in any manner or for any reason whatsoever, the assets of the Corporation remaining after payment, or making provision for payment, of all liabilities of the Corporation, shall be distributed to, and only to, one or more organizations exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws. Any such assets not so dispersed shall be distributed by the Court of Common Pleas of the county in which the principle office of the Corporation is then located, or as otherwise provided by law, exclusively to such exempt organizations as the Court shall determine.

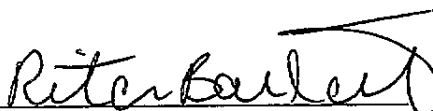
CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

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 and accept the appointment as registered agent and agree to act in this capacity.


Rita Barbarite

10/25/2001
Date

In witness whereof, the Incorporator has hereunto subscribed her name this 25th day of October, Year 2001.


Incorporator
Rita Barbarite

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged and sworn before me this ^{25th} ~~24th~~ day of October 2001, by:

Arthur T. Tobia

Notary Public

