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GUNSTER YOAKLEY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

Payton's Pals, Inc.

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**ARTICLES OF INCORPORATION
OF**

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**PAYTON'S PALS, INC.
A Not For Profit Corporation in The State of Florida**

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

I, the undersigned incorporator, for the purpose of incorporating and organizing a corporation under the Florida Not For Profit Corporation Act (the "Act"), do hereby execute the following Articles of Incorporation, and certify as follows:

**ARTICLE I
NAME**

The name of the Corporation shall be Payton's Pals, Inc.

**ARTICLE II
EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE III
PRINCIPAL OFFICE**

The initial principal office and mailing address shall be located at:

P.O. Box 667498
Pompano Beach, FL 33066

**ARTICLE IV
PURPOSES**

The purposes for which the Corporation is organized are:

1. The Corporation is organized to foster public awareness about Spinal Muscular Atrophy ("SMA"), a disease of the anterior horn cells.
2. The Corporation is further organized to fund research efforts to identify new treatments and therapies and, ultimately, a cure for SMA.
3. The Corporation is further organized to help families cope with the uncertainty, pain and agony of having a child stricken by SMA.
4. The Corporation is organized not-for-profit and is organized and shall be operated exclusively for the purposes described in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE V
ELECTION OF DIRECTORS

The method for the election of directors is provided in the Bylaws of the Corporation.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

A. The Florida street address of the initial registered office of the Corporation is:

777 S. Flagler Drive, Suite 500 East,
West Palm Beach FL 33401

B. The name of the initial registered agent of the Corporation at the address above is Adi Rappoport, Esq., c/o Gunster, Yoakley & Stewart, P.A.

ARTICLE VII
RESTRICTIONS

1. No part of the earnings of the Corporation shall inure to the benefit of any member, Director or Officer of the Corporation or any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no member or officer of the Corporation or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

2. The Corporation shall not participate, directly or indirectly, 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. The Corporation shall not have the objectives nor engage in activities which would characterize it as an "action organization" as defined in Treasury Regulations.

3. Notwithstanding any other provision of these articles, the Corporation 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 Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

4. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or 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 the Circuit Court

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 **CAPITAL STOCK**

The Corporation is a non-stock corporation and shall have no authority to issue any capital stock.

ARTICLE IX **MEMBERS**

The Corporation shall have no members and shall not issue stock.

ARTICLE X **MANAGEMENT OF CORPORATE AFFAIRS**

The powers of the Corporation shall be exercised and its affairs conducted by a Board of Directors composed of three (3) or more initial members. The annual meeting of the Corporation shall be held at the time and place designated by the Board of Directors of the Corporation. The annual meeting shall include the election of directors of the Corporation. The number of Directors may be increased or decreased from time to time as the Board may determine; however, the number of Directors shall not be less than three.

ARTICLE XI **INDEMNIFICATION**

The Corporation shall indemnify its directors and its officers to the fullest extent permitted by the provisions of the Florida General Corporation Act and the Florida Not For Profit Corporations Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. The right to indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE XII
AMENDMENTS

These Articles of Incorporation may be amended by the act of the Board of Directors of the Corporation. Amendments may be proposed and adopted in the manner provided in the Bylaws of the Corporation.

ARTICLE XIII
INCORPORATOR

The name and address of the incorporator are as follows:

Adi Rappoport, Esq.

c/o Gunster, Yoakley & Stewart, P.A.
777 S. Flagler Drive, Suite 500 East
West Palm Beach, FL 33401

IN WITNESS WHEREOF, for the purpose of forming this not for profit corporation under the laws of the State of Florida, the undersigned has executed these Articles of Incorporation this 6th day of August 2002.



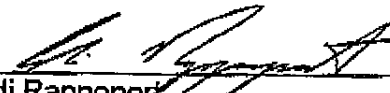
Adi Rappoport, incorporator

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for PAYTON'S PALS, INC. (the "Corporation"), a Florida not for profit corporation, at the place designated in the foregoing Articles of Incorporation, 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 as provided for in Chapter 617, F.S.

REGISTERED AGENT:


Adi RappoportSECRETARY OF STATE
TALLAHASSEE, FLORIDA

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