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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 738031 100198A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 78.75

ORDER DATE : September 10, 2002

ORDER TIME : 1:12 PM

ORDER NO. : 738031-005

CUSTOMER NO: 100198A

CUSTOMER: Henry M. Cooper, Esq
Fogel & Cohen Attorneys &
Counselors At Law
Suite 111
2500 N. Military Trail
Boca Raton, FL 33431

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DOMESTIC FILING

NAME: THE WEALTH CREATION
FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115
EXAMINER'S INITIALS:

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9-11-02
[Signature]

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE WEALTH CREATION FOUNDATION, INC.
NON-PROFIT CORPORATION

We, the undersigned, with other persons being desirous of forming a nonprofit corporation, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the corporation shall be:

THE WEALTH CREATION FOUNDATION, INC.

The principal place of business of this corporation shall be:

5100 Town Center Circle, Suite 440
Boca Raton, Florida 33486

ARTICLE II

PURPOSE; OPERATION; LIABILITY AND INDEMNITY

(a) The Corporation is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereinafter amended, and it is authorized to receive and maintain funds, to have, hold, manage and sell the same, to change the investments thereof, to invest and reinvest the proceeds thereof, and to collect and receive the income and profits thereof; and to apply the income and principal to the aid and assistance of any

and all educational organizations and institutions, and to do all things that may be necessary and useful in the accomplishment of the purposes hereinabove set forth.

(b) All the assets and earnings shall be used exclusively for the purposes hereinabove set out, including the payment of expenses incidental thereto, and no part of the net earnings shall inure to the benefit of any private member or individual, and no substantial part of the activities of the corporation shall be for the carrying on of propaganda or otherwise attempting to influence legislation. In the event of dissolution, all assets and earnings shall be paid over to another corporation or corporations organized and operated exclusively for charitable purposes which would qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code as they now exist or as they may be hereinafter amended.

(c) Notwithstanding any other provisions of these Articles:

1. The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

2. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

3. The Corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

4. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

5. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

The Corporation shall have no capital stock and the private/personal property of the incorporators, officers, directors and members shall not be liable for the debts of the Corporation in any way. It is the intention of the Corporation to indemnify its officers, directors, members, employees and agents to the extent permitted by Chapter 617 of the Florida Statutes.

ARTICLE III

MEMBERSHIP

The membership of this Corporation shall constitute all persons hereinafter named as officers and directors and such other persons as from time to time may become members by approval of the Board of Directors.

ARTICLE IV

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Barry Kaye
5100 Town Center Circle, Suite 440
Boca Raton, Florida 33486

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI

MANAGEMENT AND BOARD OF DIRECTORS

The business of the Corporation shall be managed by the Board of Directors. The Corporation shall have four (4) Directors initially. The number of directors may be increased from time to time by the Bylaws, but shall never be less than four. The Board of Directors shall be appointed and hold office in accordance with the Bylaws. The names and addresses of the persons who are to serve as directors for the ensuing year are:

- | | |
|--|--|
| (1) Barry Kaye
5100 Town Center Circle, Suite 440
Boca Raton, Florida 33486 | (2) Marc Lichtman
5100 Town Center Circle, Suite 440
Boca Raton, Florida 33486 |
| (3) Carole Kaye
5100 Town Center Circle, Suite 440
Boca Raton, Florida 33486 | (4) Howard Kaye
5100 Town Center Circle, Suite 440
Boca Raton, Florida 33486 |

ARTICLE VII

OFFICERS

The officers of the Corporation shall be President, Vice President, Secretary and Treasurer, and such other officers as may be provided in the Bylaws.

ARTICLE VIII

BYLAWS

The Board of Directors of the Corporation may provide such Bylaws for the conduct of its business and carrying out of its purposes as they may deem necessary from time to time.

Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of the Board of Directors.

ARTICLE IX

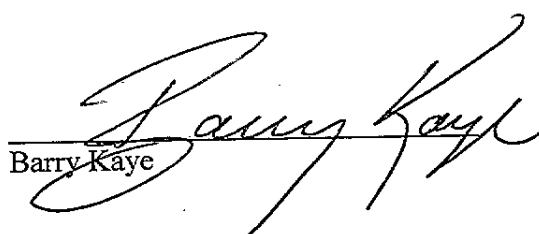
REGISTERED AGENT

The street address of the initial registered office of the Corporation shall be 5100 Town Center Circle, Suite 440, Boca Raton, Florida 33486, and the name of the initial registered agent of the Corporation at that address is:

Barry Kaye
5100 Town Center Circle, Suite 440
Boca Raton, Florida 33486

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on the

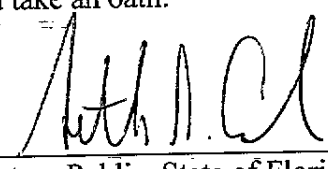
6th day of September, 2002.


Barry Kaye

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 6th day of September, 2002, by Barry Kaye, individually, who is personally known to me or who has produced _____ as identification and who did take an oath.


Notary Public, State of Florida

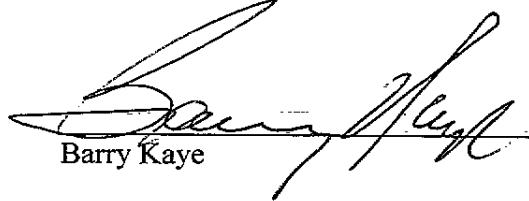
Seth I. Cohen

My commission expires



ACKNOWLEDGMENT AND ACCEPTANCE OF REGISTERED AGENT

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


Barry Kaye

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