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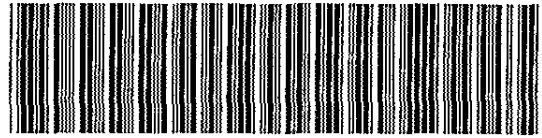
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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

SUBJECT: Q Teddy Bear Foundation of Florida, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee &  
Certificate of  
Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Marc Levinson  
Name (Printed or typed)

Shook, Hardy & Bacon, LLP  
201 S. Biscayne Blvd., Ste 2400  
Address

Miami, FL 33131-4332  
City, State & Zip

305-358-5171  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF**

**Q – TEDDY BEAR FOUNDATION OF FLORIDA, INC.**

A Florida Nonprofit Corporation

**ARTICLE I  
NAME**

The name of the corporation shall be **Q – Teddy Bear Foundation of Florida, Inc.** (the “Corporation”).

**ARTICLE II  
PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation shall be 111 Northeast 1<sup>st</sup> Street, Fourth Floor, Miami, Florida 33132.

**ARTICLE III  
PURPOSE**

The Corporation is organized exclusively for charitable, educational, scientific or religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law (“Code”). The Corporation shall have all powers permitted a corporation organized under the Florida Not For Profit Corporation Statutes and within the scope of Section 501(c)(3) of the Code.

**ARTICLE IV  
MANNER OF ELECTION**

The Corporation shall be governed by a Board of Directors. The number of directors shall be set forth in the bylaws of the Corporation but shall be no less than three (3). The directors shall be determined, elected or appointed on such terms, at such time and in such manner as provided in the bylaws of the Corporation.

**ARTICLE V  
REGISTERED AGENT & ADDRESS**

The name and address of the initial Registered Agent in the State of Florida are as follows: Marc R. Levinson, Miami Center, Suite 2400, 201 South Biscayne Blvd., Miami, Florida 33131-4332.

**ARTICLE VI**  
**INCORPORATORS**

The names and addresses of the Incorporators are as follows:

Marc R. Levinson, Miami Center, Suite 2400, 201 South Biscayne Blvd., Miami,  
Florida 33131-4332

Steven Naclerio, Miami Center, Suite 2400, 201 South Biscayne Blvd., Miami,  
Florida 33131-4332.

**ARTICLE VII**  
**DURATION**

The Corporation shall exist perpetually, commencing on the date of filing of these Articles of Incorporation.

**ARTICLE VIII**  
**LIMITATION OF LIABILITY**

The directors of the Corporation shall not be individually or personally liable for the debts, liabilities or obligations of the Corporation.

**ARTICLE IX**  
**DISTRIBUTION UPON DISSOLUTION**

In the event of the dissolution of the Corporation, any assets remaining after the payment satisfaction, discharge or adequate provision therefore of all liabilities and obligations of the Corporation, shall be distributed to such foundation or corporation organized and operated exclusively for charitable, educational, scientific or religious purposes and exempt from taxation under Section 501(a) of the Code, as an organization described in Section 501(c)(3) of the Code, as may be determined by a majority of the directors of the Corporation serving as such at the time of such dissolution.

**ARTICLE X**  
**OTHER RESTRICTIONS**

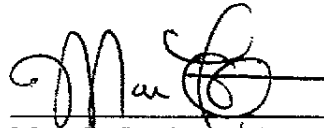
No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its directors, officers, trustees, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions 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 (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 by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (ii) a corporation, contributions to which are deductible pursuant to Section 170(c)(2) of

the Code. In addition, the Corporation shall be required to distribute its income for each taxable year at such time and in such manner as to not subject the Corporation to tax under Code Section 4942, and the Corporation shall be prohibited from engaging in any act of self-dealing (as defined in Code Section 4941(d)), from retaining any excess business holdings (as defined in Code Section 4943(c)), from making any investments in such manner as to subject the Corporation to tax under Code Section 4944, and for making any taxable expenditures (as defined in Code Section 4945(d)).

**ARTICLE XI**  
**AMENDMENT TO ARTICLES**

These Articles of Incorporation may be amended upon a resolution setting forth the amendments adopted by the affirmative vote of a majority of the directors of the Corporation in office at the time of consideration of the amendments. The Corporation shall provide notice of such amendments to the Florida Department of State.

The undersigned incorporators have hereunto executed these Articles of Incorporation the 18<sup>th</sup> day of August, 2003.



\_\_\_\_\_  
Marc R. Levinson, Incorporator



\_\_\_\_\_  
Steven Naclerio, Incorporator

**REGISTERED AGENT/REGISTERED OFFICE DESIGNATION**


Pursuant to Section 617.0501 of the Florida Not For Profit Corporation Statutes, the corporation named below submits the following statement in designating its registered office and registered agent in the State of Florida.

1. The name of the corporation is **Q – Teddy Bear Foundation of Florida, Inc.**
2. The name and address of the registered agent and office are:

Marc R. Levinson  
Miami Center  
Suite 2400  
201 South Biscayne Blvd.  
Miami, Florida 33131-4332

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 HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.

Dated: 8/18/03

  
\_\_\_\_\_  
Name: Marc R. Levinson

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