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FLORIDA NON-PROFIT CORPORATION

relief foundation for children with cancer & critica

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**ARTICLES OF INCORPORATION OF
A FLORIDA NOT FOR PROFIT CORPORATION**

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation shall be:

**RELIEF FOUNDATION FOR CHILDREN WITH CANCER
& CRITICAL ILLNESSES, INC.**
A Not for Profit Corporation

The principal address of the corporation at the time of incorporation is:

2921 Coral Way, Miami, Florida 33145

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ARTICLE II. DURATION

The duration of this corporation is perpetual unless dissolved according to law.

Corporate existence shall commence on the 14TH, day of October, 2003.

ARTICLE III. PURPOSE

(a) The general purposes for which this corporation is organized are: to treat children with cancer and with critical illnesses.

(b) The general nature and purposes of this corporation shall be exclusively charitable within the meaning of section 501(c)(4) of the Internal Revenue Code.

(c) This corporation shall have and exercise all powers conferred upon not for profit corporations under the laws of the

State of Florida generally, and specifically as provided in Section 617.021 of the Florida Not For Profit Corporation Act, provided, however, that this corporation has no power to engage in any activity that in itself is not in furtherance of its purposes as set forth in subparagraphs (a) of this Article III.

ARTICLE IV. QUALIFICATION AND ADMISSION OF MEMBERS

The membership of this corporation shall constitute all persons hereinafter named as subscribers and such other persons, as from time to time hereinafter, may become members in the manner prescribed by the bylaws.

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ARTICLE V. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the corporation's initial registered office is

2921 Coral Way, Miami, Florida 33145,

and the name of the corporation's initial registered agent at such address is

Justin Finocchiaro.

ARTICLE VI. FIRST BOARD OF DIRECTORS

The following persons shall serve the corporation as directors until the first annual meeting or other meeting called to elect directors:

Justin Finocchiaro at 2921 Coral Way, Miami, Florida 33145

ARTICLE VII. BASIS UNDER WHICH CORPORATION ORGANIZED

This corporation is organized under a non stock basis.

The corporation is a not for profit corporation as defined by: the Not For Profit Corporation Act in Section 617.01 of the Florida Statutes. As such, it is not organized for the pecuniary gain or profit of, and its net earnings nor any part thereof is distributable to, its members, directors or managers, officers, or other private persons except as specifically permitted under the provisions of the Florida Not For Profit Corporation Act.

ARTICLE VIII. MANAGEMENT OF CORPORATE AFFAIRS

(a) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of number not less than 3 directors. The number of directors provided for in these Articles of Incorporation may be changed by a bylaw adopted by the board of directors.

(b) Election of Directors. The method of electing directors shall be as set forth in the bylaws.

(c) Elective Officers. The officers of this corporation shall be a president, a vice-president, a secretary, and a treasurer. Other offices and officers may be established or appointed by the members of this corporation at any regular annual meeting or any special meeting of members called for such purpose. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the bylaws.

(d) The names of the persons who are to serve as officers of this corporation until the first meeting of the Board of Directors are:

**Justin Finocchiaro , President
Justin R. Finocchiaro, Vice President
Marcia Finocchiaro, Secretary
Michael A. Finocchiaro, Director**

(e) Standing Committees. This corporation will have at least two standing committees, as follows: The Board of Directors will elect annually, from its members, an executive committee of three persons and an admission committee of three persons. The powers and duties of these committees shall be as specified in the bylaws. Other committees, and their powers and duties, may be specified in the bylaws or may be appointed from time to time by the Board of Directors.

ARTICLE IX. INCORPORATORS

The name and address of each incorporator are as follows:

1. **Justin Finocchiaro**
2921 Coral Way, Miami, Florida 33145
2. **Justin R. Finocchiaro**
2921 Coral Way, Miami, Florida 33145
3. **Michael A. Finocchiaro**
2921 Coral Way, Miami, Florida 33145
4. **Marcia Finocchiaro**
2921 Coral Way, Miami, Florida 33145

ARTICLE X. INCOME FROM PUBLIC EVENTS

The corporation intends to apply for tax-exempt status. If this corporation holds any events in which members of the general public are invited to participate for a fee, the net proceeds, if any, attributable to such participation by nonmembers will be paid over to an organization that is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 on an annual basis, unless this corporation itself is a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986.

ARTICLE XI. BYLAWS

Bylaws will be hereafter adopted at the first meeting of the board of directors. Such bylaws may be amended, repealed, in whole or in part, by vote of the members or by the directors in the manner provided in the bylaws. Any amendments to the bylaws shall be binding on all members of this corporation.

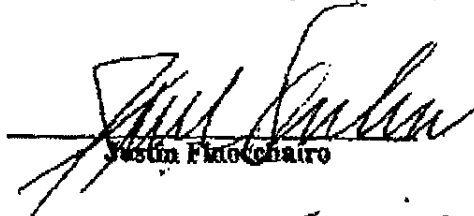
ARTICLE XII. AMENDMENT OF ARTICLES

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of the voting members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of the voting members of the corporation.

ARTICLE XIII. DISTRIBUTION ON DISSOLUTION

If corporation will seek tax-exempt status under the Internal Revenue Code of 1986, state: In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(4) or 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of such code as subsequently amended, or to the federal, state, or local government to be used exclusively for public purposes.

In witness whereof, the undersigned incorporators have executed these articles of incorporation on this 23 day of October, 2003.


Justin Flacochairo


Marcia Flacochairo

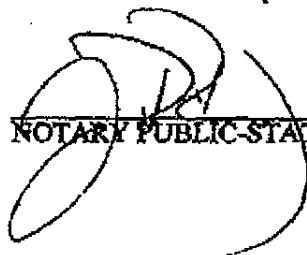
STATE OF FLORIDA: Florida

COUNTY OF DADE Miami Dade

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared

Justin Flacochairo
Marcia Flacochairo known to me to be the described in the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and official seal at Miami, County of Dade, State of Florida, this 23rd day of October, 2003.


NOTARY PUBLIC-STATE OF FLORIDA

My Commission Expires:



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**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THE STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 607.34, Florida Statutes, the following is submitted, in compliance with said Act:

First that **RELIEF FOUNDATION FOR CHILDREN WITH CANCER
& CRITICAL ILLNESSES, INC.**, A Not for Profit Corporation, desires to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Miami, County of Dade, State of Florida, has named **Justin Finocchairo** as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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

By: 
Justin Finocchairo

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