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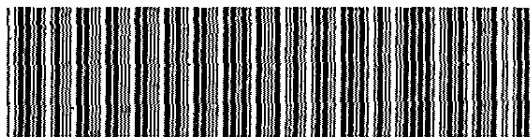
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**Zimmerman
& Zimmerman
& Miceli, P.A.** ATTORNEYS AT LAW

NORMAN D. ZIMMERMAN STEPHEN L. ZIMMERMAN LAWRENCE G. MICELI

737 EAST ATLANTIC BLVD.
POMPANO BEACH, FLORIDA 33060
(954) 941-5432
(954) 941-0523 (FAX)

August 13, 2004

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Fla. 32399

Re: DEPENDONUS FOUNDATION, INC.

Dear Sir:

I enclose herewith an original and one copy of the Articles of incorporation of the above referenced corporation, together with a resident agent's certificate.

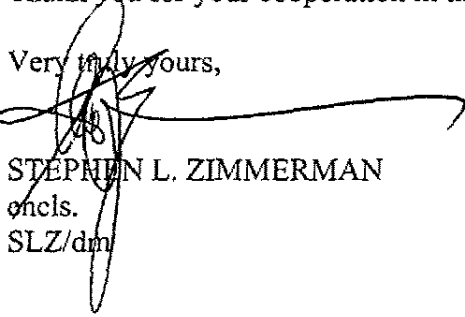
I also enclose my trust account check in the sum of \$70.00 to cover the following incorporation fees:

Filing Fee.....	\$35.00
Certificate of Res Agent.....	\$35.00

Please return a stamped copy.

Thank you for your cooperation in this matter, I am

Very truly yours,


STEPHEN L. ZIMMERMAN

encls.

SLZ/dm

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
DEPENDONUS FOUNDATION, INC.

The undersigned, acting as Incorporator for the purpose of forming a not for profit corporation under the provisions of Chapter 617 of the Florida Statutes, hereby delivers the following Articles of Incorporation for said Corporation to the Department of State of the State of Florida.

ARTICLE I

The name of the Corporation is
DEPENDONUS FOUNDATION, INC.

ARTICLE II

PURPOSE

The purposes for which the corporation is organized are as follows:

2.1 To receive and to administer funds and to operate exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation and to give funds and property from time to time to other organizations to be used or held for use directly in carrying out one or more such purposes.

2.2 To acquire, own, purchase, lease, dispose of and deal with real and personal property and interests, either absolutely or in trust therein and to apply gifts, grants, bequests, and devises and the proceeds thereof in furtherance of the purposes of the corporation.

2.3 To do such things and to perform such acts to accomplish its purposes as the Board of Trustees may determine to be appropriate and as are not forbidden by Section 502(c)(3) of the code, with all powers conferred on nonprofit corporations under the laws of the State of Florida.

2.4 To enrich the lives of children and young adults living with life threatening diseases or conditions.

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ARTICLE III

POWERS

3.1 The corporation shall possess and exercise all the powers and privileges granted by Chapter 607 and 617 of the Florida Statutes as they now exist or as they may be hereafter amended, or by any other law of Florida applicable in any manner to not for profit corporations limited only by the restrictions set forth in the Articles of Incorporation and in said Chapter 607 and 617 of the Florida Statutes.

3.2 The corporation is organized not for profit and no part of the income of said corporation shall ever be distributed to or enure to the benefit of any member, trustee or officer; provided, however, that compensation in reasonable amounts may be paid for services rendered, that benefits may be conferred and that distributions may be made in accordance with Section 617.11(1).

3.3 Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an organization exempt under Section 501(c)(3) of the Code and the Treasury Regulations promulgated thereunder as they now exist or they may be hereafter amended, (ii) by an organization contributions to which are deductible under Section 170 of the Code and the Treasury Regulations promulgated thereunder as they now exist or as they may be hereafter amended, or (iii) by a not for profit corporation organized under the laws of Florida as they now exist or as they may be hereafter amended.

ARTICLE IV

NONSTOCK MEMBERSHIP CORPORATION

The corporation shall be organized as a nonstock membership corporation. Qualifications for members and the manner of their admission to membership in the corporation shall be as regulated by the bylaws of the corporation.

ARTICLE V

BOARD OF TRUSTEES

All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation shall be managed under the direction of, a Board of Trustees, except as may be otherwise provided in these Articles of Incorporation or in the bylaws of the corporation, or as may be otherwise required by any of the provisions of Chapters 607 or 617 of the Florida Statutes as they now exist or as they may be hereafter amended. The number of Trustees shall be determined and fixed pursuant to the bylaws of the

corporation, but shall consist of at least three (3) persons. The manner in which the trustees shall be elected or appointed shall be set forth in the bylaws.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office and Registered Agent of the Corporation is:

Stephen L. Zimmerman, Esq. 737 East Atlantic Blvd. Pompano Beach, FL 33060

The principal office of the corporation shall be at:

1003 East Newport Center Drive, Deerfield Beach, FL 33442

ARTICLE VII

INITIAL BOARD OF TRUSTEES

The names and addresses of the persons who are to constitute and serve as the initial Board of Trustees of the corporation are:

Shawn Ryan 1003 East Newport Center Drive, Deerfield Beach, FL 33442

Matthew McCauley 1003 East Newport Center Drive, Deerfield Beach, FL 33442

Stephen L. Zimmerman 737 East Atlantic Blvd. Pompano Beach, FL 33060

ARTICLE VIII

INCORPORATORS

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

Stephen L. Zimmerman 737 East Atlantic Blvd. Pompano Beach, FL 33060

ARTICLE IX

BYLAWS

The power to adopt, change, amend and repeal the bylaws of the corporation shall be vested solely in the Board of Trustees of the corporation.

ARTICLE X

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE XI

DISSOLUTION

Upon the dissolution of the corporation, and subject to the provisions of Section 617.05 of the Florida Statutes as it now exists or as it may hereafter amended, the Board of Trustees shall, after paying or making provision for the payment of all liabilities of the corporation, distribute all assets of the corporation, if any, to such organization or organizations existing and operating exclusively for charitable scientific, literary or educational purposes and at that time qualified as an exempt organization or organizations under Section 501(c)(3) of the Code. Any assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the corporation is located, exclusively for such purposes or such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE XII

LIMITATIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, officers, 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 the Articles 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 of 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 (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future federal tax code.

IN WITNESS WHEREOF, the undersigned Incorporators have hereunto set their

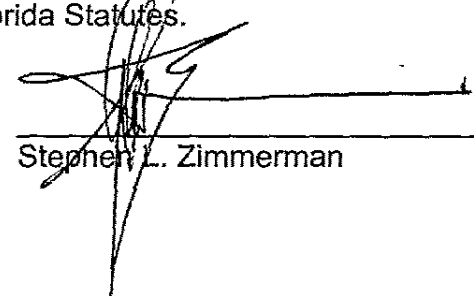
hands and seals this 13 day of AUGUST 2004, for the purpose of forming this corporation not for profit under the laws of the State of Florida.



Stephen L. Zimmerman

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION**

Stephen L. Zimmerman is an individual residing within the state and maintaining a business office identical with the registered office located at **737 East Atlantic Blvd. Pompano Beach, FL 33060**, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



Stephen L. Zimmerman

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