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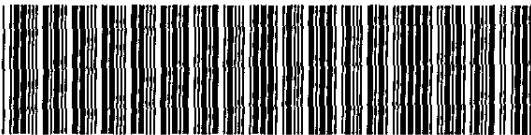
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CORPORATION SERVICE COMPANY

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ACCOUNT NO. : 072100000032

ALLAHASSEE FLORIDA

REFERENCE : 104630 100198A

AUTHORIZATION :

Patricia Pajoto

COST LIMIT : \$ 70.00

ORDER DATE : December 23, 2004

ORDER TIME : 1:0 PM

ORDER NO. : 104630-005

CUSTOMER NO: 100198A

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

DOMESTIC FILING

NAME: THE CAROLE AND BARRY KAYE
FOUNDATION, INC.

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman - EXT. 2908

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION

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OF

STATE
ALLAHASSEE FLORIDA

THE CAROLE AND BARRY KAYE 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 CAROLE AND BARRY KAYE FOUNDATION, INC.

The principal place of business of this corporation shall be:

5100 Town Center Circle
Suite 550
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 organizations and institutions exempt under Section 501 (c)(3), 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 550
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 three (3) Directors initially. The number of directors may be increased from time to time by the Bylaws, but shall never be less than three.

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 550
Boca Raton, Florida 33486 | (2) | Carole Kaye
5100 Town Center Circle, Suite 550
Boca Raton, Florida 33486 |
| (3) | Howard Kaye
5100 Town Center Circle, Suite 550
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.

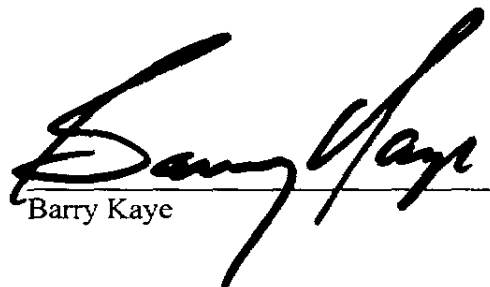
ARTICLE IX

REGISTERED AGENT

The street address of the initial registered office of the Corporation shall be 5100 Town Center Circle, Suite 550, 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 550
Boca Raton, Florida 33486

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on the 20th day of December, 2004.


Barry Kaye

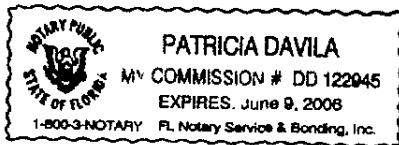
STATE OF FLORIDA

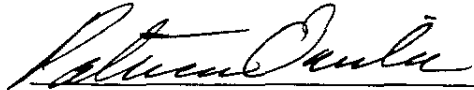
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COUNTY OF PALM BEACH

STATE
TALLAHASSEE FLORIDA

The foregoing instrument was acknowledged before me this 20th day of
December, 2004, by Barry Kaye, individually, who is personally known to me or who has
produced _____ as identification and who did take an oath.

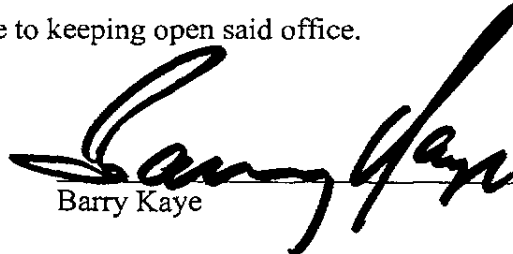



Notary Public, State of Florida

My commission expires: 6/9/06

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