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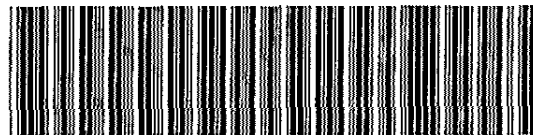
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 268843 97981A

AUTHORIZATION :

Patricia Pizote

COST LIMIT : \$ 78.75

ORDER DATE : March 21, 2005

ORDER TIME : 2:04 PM

ORDER NO. : 268843-005

CUSTOMER NO: 97981A

CUSTOMER: Jerry S. Chasen, Esq
Chasen & Associates, P.a.

Suite 801
1000 Venetian Way
Miami, FL 33139

DOMESTIC FILING

NAME: DENNIS EDWARDS & MARK
STEINBERG FOUNDATION,
INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 2935

EXAMINER'S INITIALS: _____

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Articles of Incorporation
Dennis Edwards &
Mark Steinberg Foundation, Inc.
A Non-Profit Corporation

I, the Incorporator, a natural person 21 years of age or older, adopt the following Articles of Incorporation for the purpose of forming a non-profit corporation under the Fl. Stat. Chapter 617:

Article One
Name

The name of the non-profit corporation is: Dennis Edwards & Mark Steinberg Foundation, Inc.

Article Two
Registered Agent and Office

The name of the initial registered agent and registered office in the State of Florida are:

Mark Steinberg
2907 Seminole St.
Coconut Grove, Florida 33133

That shall also serve as the initial street address of the corporation, and as its mailing address.

Article Three
Name and Address of the Incorporator

The name and address of the incorporator are:

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FLORIDA

Mark Steinberg
2907 Seminole St.
Coconut Grove, Florida 33133

Article Four Duration

The non-profit corporation's period of duration is perpetual.

Article Five Purposes

The non-profit corporation is organized and will be operated exclusively for general charitable, literary and educational purposes as set forth in Section 501(c)(3) of the Internal Revenue Code including, for these purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

Article Six Dissolution

Upon the dissolution of the non-profit corporation, the Board of Directors will, after paying or making provision for the payment of all liabilities of the Corporation, distribute all Corporation assets to one or more organizations organized and operated exclusively for charitable, literary and educational purposes that are, at that time, qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

If any assets are not distributed as provided in the preceding paragraph, the court of appropriate jurisdiction for the county in which the principal office of the Corporation is then located, will dispose of those assets exclusively for charitable, literary and educational purposes or to one or more organizations that are, at that time, qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as the Court shall determine.

Article Seven Restrictions

No part of the net earnings or assets of the non-profit corporation will inure to the benefit of, or be distributable to, its director, officers or any other private persons. The non-profit corporation may, however, pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation.

No part of the activities of the non-profit corporation may include the carrying on of propaganda or be used to influence legislation as defined in Section 4945 of the Internal Revenue Code. The non-profit corporation may not participate in, or intervene in (including the publishing or distributions of statements) in any political campaign on behalf of any candidate for public office.

The non-profit corporation may not exercise any power or engage directly or indirectly in any activity that would invalidate its status as a corporation exempt from federal income taxation:

As a corporation exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code.

As a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

As a non-profit corporation organized under the laws of State of Florida.

The non-profit corporation must distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code. Furthermore, the non-profit corporation must not:

Engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code.

Retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.

Make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code.

Make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Article Eight

Board of Directors

The non-profit corporation is organized on a non-stock basis and will have no members. The Board of Directors will have authority for all affairs of the non-profit corporation and may exercise all powers of the non-profit corporation as permitted by federal law, state law, the Articles of Incorporation, and the By-Laws of the non-profit corporation as in effect from time to time.

The number of director to constitute the first Board of Directors is three. After this initial Board of Directors is organized, it may change the number of directors in the manner provided in the By-Laws and consistent with the laws of the State of Florida.

The initial members of the Board of Directors are:

Mark Steinberg
2907 Seminole St.
Coconut Grove, Florida 33133

Dennis Edwards
2907 Seminole St.
Coconut Grove, Florida 33133

Jerry Chasen
1000 Venetian Way, Suite 801
Miami, Florida 33139

Article Nine By-Laws

In furtherance and not in limitation of the powers conferred upon the Board of Directors by law, the Board of Directors shall adopt, amend and repeal from time to time, the By-Laws of the non-profit corporation.

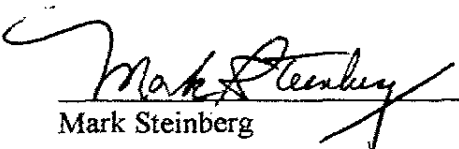
Article Ten Amendments

The non-profit corporation may amend the Articles of Incorporation in the manner provided by the laws of the State of Florida. But no amendment may authorize the Board of Directors to conduct the affairs of the non-profit corporation in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Internal Revenue Code.

Article Eleven Miscellaneous

All general or specific references to the Internal Revenue Code are to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States revenue law. Similarly, any general or specific references to the laws of the State of Florida are to the laws of the State of Florida as now in force or hereafter amended.

IN WITNESS WHEREOF, the Articles of Incorporation are signed on March 8, 2005.


Mark Steinberg

STATE OF FLORIDA

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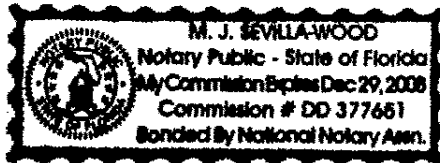
) ss.


COUNTY OF MIAMI-DADE

)

The foregoing instrument was acknowledged before me this day March 8, 2005, by Mark Steinberg, as incorporator who is personally known to me or who has produced S351-557-41-271-0, as identification.

[Seal]





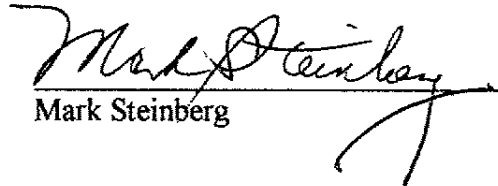
Notary Public

My commission expires: 12/29/08

Acceptance By Registered Agent

Having been appointed the registered agent of the Dennis Edwards & Mark Steinberg Foundation, Inc., the undersigned accepts the duties and responsibilities of such appointment and agrees to act in such capacity.

Dated this March 8, 2005


Mark Steinberg

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