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Gary, Dytrych & Ryan, P.A.

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Division of Corporations
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Account Number : I19990000255
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FLORIDA NON-PROFIT CORPORATION

Masterpiece Alliance Foundation, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	06
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ARTICLES OF INCORPORATION
OF
MASTERPIECE ALLIANCE FOUNDATION, INC.

The undersigned, for the purpose of forming a corporation not for profit under and by virtue of the laws of the State of Florida, do hereby make, subscribe and acknowledge this certificate for that purpose. This is a not for profit corporation, organized pursuant to the Florida Corporations Not for Profit Act set forth in Section 617 of the Florida Statutes.

ARTICLE I
Name

The name of the corporation shall be Masterpiece Alliance Foundation, Inc.

ARTICLE II
Principal Office and Mailing Address

The address of the principal office and the mailing address of this Corporation is 3801 PGA Blvd., Unit 805, Palm Beach Gardens, Fl 33410.

ARTICLE III
Purpose

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

1. To operate exclusively for charitable, educational and scientific purposes as will qualify the Corporation as an exempt organization under Section 501(c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, including private foundations and private operating foundations, and including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.
2. To do all and everything necessary and appropriate for the accomplishment of the purposes enumerated in this Certificate or any amendment thereof, necessary or incidental to the attainment of the objectives of the Corporation.

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No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, 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 this Article. 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 provisions of the Articles of Incorporation, the Corporation shall not, except to any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE IV
Election of Board of Directors

The powers of this Corporation shall be exercised, its properties controlled and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons nor more than ten (10) persons.

The Board of Directors of this Corporation shall be elected or appointed from time as set forth in the Bylaws.

ARTICLE V
Initial Board of Directors and Officers

The names and post office address of the initial Directors and Officers who shall hold office for the first year of the Corporation's existence or until their successors have been elected and qualified are as follows:

Name:

Address:

Roger Landry, MD, MPH
Director and President

120 Upper Demunds Road
Dallas, Pennsylvania 18612

Robert L. Kahn, PhD
Director

c/o Institute for Social Research
University of Michigan
P.O. Box 12348
Ann Arbor, Michigan 48106

Lawrence L. Landry
Director and Chairman

c/o Westport Advisors, Ltd.
3801 PGA Boulevard, Suite 805
Palm Beach Gardens, Florida 33410

Susan Rosser
Secretary and Treasurer

c/o Westport Advisors, Ltd.
3801 PGA Boulevard, Suite 805
Palm Beach Gardens, Florida 33410

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this Corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE VI
Registered Agent

The name of the initial registered agent and the address of the initial registered office of the Corporation is as follows:

Name:

Address:

Lawrence L. Landry

3801 PGA Blvd., Unit 805
Palm Beach Gardens, FL 33410

ARTICLE VII
Incorporator

The name and post office address of the Incorporator signing these Articles of Incorporation is as follows:

Name:

Address:

Lawrence L. Landry

3801 PGA Blvd., Unit 805
Palm Beach Gardens, FL 33410

ARTICLE VIII
Distribution of Assets

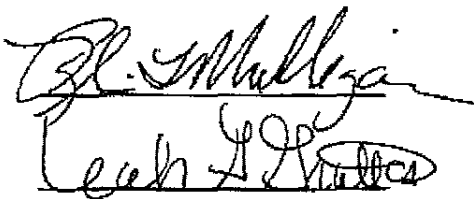
Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX
Amendment of Articles

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in the Articles of Incorporation, in the manner now or hereafter prescribed by statute and in the By-Laws of the Corporation, and all rights conferred upon Directors hereof are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the Incorporator herein, for the purpose of forming this not for profit corporation, has made and subscribed these Articles of Incorporation this 8th day of April, 2005, and the undersigned registered agent hereby states that he is familiar with and accepts the duties and responsibilities as registered agent for this corporation.

Signed, sealed and delivered
in the presence of:



Leah L. Hutter

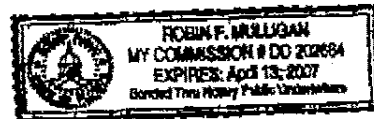

Lawrence L. Landry, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned officer duly authorized to take acknowledgments, this day, personally appeared Lawrence L. Landry, to me personally known or who provided _____ as identification and who executed the foregoing, and he acknowledged before me that he executed the same for the purposes herein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 8th day of April, 2005.

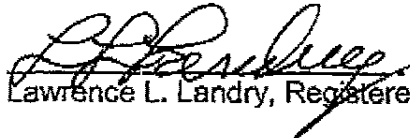

Notary Public
My Commission Expires:
Commission No.:



ACCEPTANCE OF REGISTERED/RESIDENT AGENT

Having been designated to accept service of process for the above stated corporation, at the place set forth hereinabove, I hereby accept such designation and agree to act in such capacity and hereby state that I am familiar with and accept the duties and responsibilities as registered agent for this Corporation and agree to comply with the provisions of Section 607.0505 of the Florida Statutes.

Dated: April 8, 2005

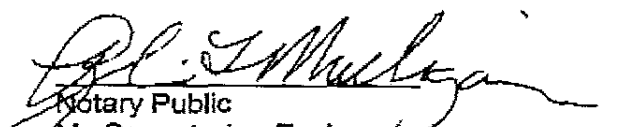

Lawrence L. Landry, Registered Agent

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STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned officer duly authorized to take acknowledgments, this day, personally appeared Lawrence L. Landry, to me personally known or who provided _____ as identification and who executed the foregoing, and he acknowledged before me that he executed the same for the purposes herein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 8th day of April, 2005.


Notary Public
My Commission Expires:
Commission No.

