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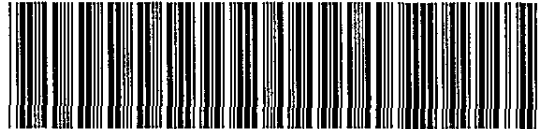
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FILED
05 APR -5 AM 10:30
CLERK OF STATE
TALLAHASSEE, FLORIDA

4/12/05
BWK

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**BOARD CERTIFIED TAXATION LAWYER
*BOARD CERTIFIED CIVIL TRIAL LAWYER

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March 29, 2005

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

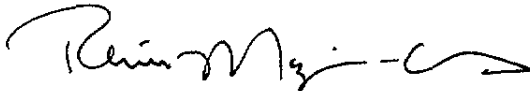
Re: The Masomo Project, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of Articles of Incorporation, with Acceptance of Registered Agent Designated in Articles of Incorporation, for The Masomo Project, Inc., together with our check in the amount of \$70.00 for the filing fee.

Please return a "filed" copy of the articles to this office with your receipt for the filing fee. A return envelope is enclosed for your convenience.

Very truly yours,



Renée Marquis-Abrams
RMA:rf

Enclosures

cc: Kristina Bennett

ARTICLES OF INCORPORATION
OF
THE MASOMO PROJECT, INC.

FILED
05 APR -5 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, Kristina Bennett, hereby forms The Masomo Project, Inc., a not-for-profit corporation under Chapter 617 of the laws of the State of Florida.

ARTICLE I. NAME AND ADDRESS

The name of the corporation shall be:

The Masomo Project, Inc.

The address of the principal office of this corporation shall be 31 Winghaven Lane, Fort Pierce, FL 34949, and the mailing address of the corporation shall be the same.

ARTICLE II. BOARD OF DIRECTORS

The names and street addresses of the directors of this corporation, who, subject to the provisions of the bylaws and laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until a successor is elected and qualified, are:

| <u>Name</u> | <u>Address</u> |
|-------------------|--|
| Nicola M. Bennett | 31 Winghaven Lane, Fort Pierce, FL 34949 |
| Peter Bennett | 31 Winghaven Lane, Fort Pierce, FL 34949 |
| Kristina Bennett | 31 Winghaven Lane, Fort Pierce, FL 34949 |

ARTICLE III. OFFICERS

The names and post office addresses of the officers of the corporation, who, subject to the provisions of the bylaws and the laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and qualified, are as follows:

| <u>Office</u> | <u>Name and Post Office Address</u> |
|--|--|
| President | Kristina Bennett, 31 Winghaven Lane, Fort Pierce, FL 34949 |
| Vice President, Secretary and Treasurer | Peter Bennett, 31 Winghaven Lane, Fort Pierce, FL 34949 |

ARTICLE IV. BUSINESS PURPOSE

A. The corporation is organized and shall be operated exclusively for charitable or educational purposes. The corporation is authorized to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under § 501(c)(3) of the Internal Revenue Code and regulations issued pursuant thereto as they now exist or as may hereafter be amended.

B. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director, Officer, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation, and reasonable expenses may be paid thereto, affecting one or more of the corporation's purposes), and no Director or Officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution. No substantial part of the activities of the corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office, at any time.

C. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

D. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

E. The corporation shall not retain any excess business holdings as defined in Section

4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

F. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

G. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

H. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations thereunder as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and Regulations, as they now exist or as they may hereafter be amended.

I. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of 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 or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V. REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the corporation shall be 31 Winghaven Lane, Fort Pierce, FL 34949, and the name of the initial registered agent of the corporation at that address is Peter Bennett.

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. INCORPORATOR

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

Kristina Bennett, 31 Winghaven Lane, Fort Pierce, FL 34949

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this
25th day of March, 2005.

Kristina Bennett
Kristina Bennett

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF INCORPORATION

I, Peter Bennett, residing in Fort Pierce, Florida, and whose registered office address is 31 Winghaven Lane, Fort Pierce, FL 34949, having been designated as Registered Agent to accept service of process for the above stated corporation, hereby accept the appointment as registered agent and agree to act in this capacity and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


Peter Bennett

Date: 3/25/05