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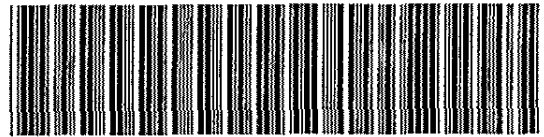
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OPPENHEIMER BLEND
HARRISON + TATE, INC.
ATTORNEYS AT LAW

April 12, 2005

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

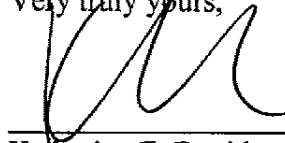
Re: The Falic Family Foundation, Inc.

Dear Sir/Madam:

Enclosed please find *Articles of Incorporation of The Falic Family Foundation, Inc.*, to be filed in your office. Also enclosed is our firm's check in the amount of \$78.75 for filing fees and a certified copy of the Articles.

If you have any questions or need additional information, please contact me at 210.299.2355. Your assistance in this matter is greatly appreciated.

Very truly yours,



Katherine E. David

KED:pac
Enclosures as stated
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE FALIC FAMILY FOUNDATION, INC.**

I, the undersigned natural person of the age of 18 years or more, acting as incorporator of a corporation in compliance with Chapter 617, F.S., do hereby adopt the following Articles of Incorporation for such corporation.

**ARTICLE I.
NAME.**

The name of this corporation shall be THE FALIC FAMILY FOUNDATION, INC. ("Foundation").

**ARTICLE II.
PRINCIPAL OFFICE.**

The principal place of business and mailing address of the Foundation shall be 6100 Hollywood Blvd., 7th Floor, Hollywood, Florida 33024.

**ARTICLE III.
PURPOSES.**

The corporation is organized exclusively for those purposes listed in Section 501(c)(3) of the Internal Revenue Code of 1986 and shall be subject to the following provisions:

a. Its purpose shall be to receive and maintain a fund or funds of 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 religious, charitable, scientific, testing for public safety, literary, or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended.

b. No part of the net earnings of the corporation shall inure to the benefit of any director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its 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 of the corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

b. It shall be authorized to do any and all acts and things, and to exercise any and all powers that it may now or hereafter be lawful for the corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the corporation.

c. The corporation shall distribute its income for each taxable 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.

d. 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.

e. 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.

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 of 1986 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 of 1986 or corresponding provisions of any subsequent federal tax laws.

h. Notwithstanding any other provision of this certificate, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations 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 its Regulations as they now exist or as they may hereafter be amended.

**ARTICLE IV.
MANNER OF ELECTION OF DIRECTORS**

The members of the Foundation, when there are members, and the Board of Directors if there are no members, shall elect new directors at the annual meeting of the Foundation. If elections are not held at that time, they will be held as soon thereafter as convenient and the Board of Directors then serving shall continue to manage the affairs of the Foundation during any interim period.

**ARTICLE V.
INITIAL DIRECTORS AND OFFICERS**

The number of directors constituting the initial Board of Directors is five (5), and the names and addresses of the five persons who are to serve as the initial directors are:

Name	Address
SIMON FALIC	6100 Hollywood Blvd., 7 th Floor Hollywood, Florida 33024
JEROME FALIC	6100 Hollywood Blvd., 7 th Floor Hollywood, Florida 33024
LEON FALIC	6100 Hollywood Blvd., 7 th Floor Hollywood, Florida 33024
NILY FALIC	6100 Hollywood Blvd., 7 th Floor Hollywood, Florida 33024
FIMA FALIC	6100 Hollywood Blvd., 7 th Floor Hollywood, Florida 33024

The initial offices, and the names of the persons who are to serve as the initial officers are:

President	JEROME FALIC
Vice-Presidents	SIMON FALIC, LEON FALIC
Secretary	LEON FALIC
Treasurer	SIMON FALIC

**ARTICLE III.
INITIAL REGISTERED OFFICE AND REGISTERED AGENT.**

The street address of the initial registered office of the Foundation will be 6100 Hollywood Blvd., 7th Floor, Hollywood, Florida 33024, and the name of its initial registered agent at such office is SIMON FALIC.

**ARTICLE IV.
CAPITAL STOCK AND MEMBERS.**

The corporation is a non-profit corporation. It shall have no capital stock. The corporation shall have members as provided in the Bylaws.

**ARTICLE VIII.
DURATION.**

The period of its duration is perpetual.

**ARTICLE IX.
DISSOLUTION.**

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 religious, charitable, scientific, testing for public safety, literary, 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 of 1986, as amended, as the Board of Directors shall determine. Any of such assets not disposed of shall be disposed of by a District Court of the County in which the principal officer of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized exclusively for such purposes.

**ARTICLE X.
INDEMNIFICATION OF DIRECTORS.**

A director of the Foundation shall not be liable to the Foundation or its members for monetary damages for an act or omission in the director's capacity as a director, except for liability for (i) a breach of the director's duty of loyalty to the Foundation or its members, (ii) an act or omission not in good faith that constitutes a breach of duty of the director to the Foundation or an act or omission that involves intentional misconduct or a knowing violation of the law, (iii) a transaction from which the director received an

improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office, or (iv) an act or omission for which the liability of a director is expressly provided by an applicable statute. If either the Florida Non-Profit Corporation Act, the Florida Business Corporation Act or any other applicable Florida statute hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Foundation, in addition to the limitation on liability provided herein, shall be limited to the fullest extent permitted by such amended Act. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any limitation on the liability of a director of the Foundation existing at the time of such repeal or modification.

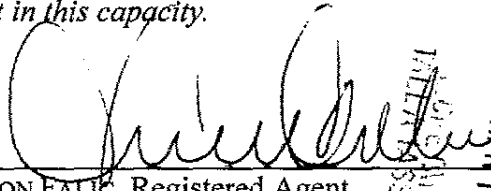
ARTICLE X.

The name of the incorporator is SIMON FALIC, and his street address is 6100 Hollywood Blvd., 7th Floor, Hollywood, Florida 33024

IN WITNESS WHEREOF I have hereunto set my hand this 31 day of March, 2005.


SIMON FALIC, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in these Articles, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


SIMON FALIC, Registered Agent

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