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TALLAHASSEE, FLORIDA

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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 420699 81395A

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 78.75

ORDER DATE : June 10, 2005

ORDER TIME : 10:17 AM

ORDER NO. : 420699-005

CUSTOMER NO: 81395A

CUSTOMER: Lee Mandell, Esq
Lee Mandell, P.a.

10th Floor
1 S.e. 3rd. Avenue
Miami, FL 33131

DOMESTIC FILING

NAME: RACHLIN FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

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ARTICLES OF INCORPORATION

OF

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RACHLIN FOUNDATION, INC.
(A Florida Corporation Not for Profit)

TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of this Corporation is RACHLIN FOUNDATION, INC. (hereinafter called the "Corporation").

ARTICLE II

Corporate Nature

The Corporation is a not for profit organized pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.

ARTICLE III

Address

The address of the principal office and the mailing address of the Corporation shall be One S.E. Third Avenue, Tenth Floor, Miami, Florida 33131.

ARTICLE IV

Duration

The period of the duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE V

Purposes

The Corporation is organized and operated exclusively for religious, charitable, scientific, testing for public safety, literary and education purposes, and to foster national and international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), and for the prevention of cruelty to children and animals, 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 of 1986, as amended, or a corresponding section of any future federal tax code.

ARTICLE VI

Powers

The Corporation shall have all of the powers, privileges, rights, and immunities necessary or convenient for carrying out the purposes set forth in Article V hereof, and all the benefits, privileges, rights, and powers created, given, extended, or conferred now or hereafter, by the provisions of all applicable laws of the State of Florida pertaining to corporations not for profit including any additions or amendments thereto. Without limiting the generality of the foregoing, the Corporation is empowered:

- (i) to acquire, own, maintain, and use its assets for the purposes set forth in Article V hereof;
- (ii) to buy, own, sell, convey, assign, mortgage, or lease any interest in real estate and personal property and to construct, maintain, and operate improvements thereon necessary or incident to the accomplishment of its purposes set forth in Article V hereof;
- (iii) to borrow money and issue evidence of indebtedness in furtherance of any or all its purposes set forth in Article V hereof and to secure the same by mortgage, pledge, or other lien on the Corporation's property;
- (iv) to raise funds by any legal means for the accomplishment of its purposes set forth in Article V hereof; and
- (v) to do and to perform all acts reasonably necessary to accomplish its purposes set forth in Article V hereof.

ARTICLE VII

Management

All power and authority of the Corporation shall be vested in and exercised by its Board of Directors, who shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided in the bylaws of the Corporation. The number of directors of the Corporation shall be not less than three (3) people. The number and method of election or appointment of directors shall be as stated in the bylaws of the Corporation. The voting and other rights of the Board of Directors shall be as provided in the bylaws of the Corporation.

ARTICLE VIII
Board of Directors

The Board of Directors shall be elected or appointed as set forth in the bylaws of the Corporation.

ARTICLE IX
Members

The Corporation shall not have any members.

ARTICLE X
Dissolution and Disposition of Assets

A. Except as otherwise required by law, the Corporation shall not dissolve and shall not dispose of all or substantially all of its assets without the unanimous affirmative vote given by written consent or cast at a duly called meeting of the Board of Directors of the Corporation.

B. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment and discharge of all of the liabilities of the Corporation, distribute the remaining assets of the Corporation for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or a corresponding section of any future federal tax code ("exempt purpose"), or the remaining assets shall be distributed either to the federal government or to a state or local government for one or more exempt purposes. Any such assets not so disposed of shall be disposed of by a Florida court of competent jurisdiction of the county where the principal office of the Corporation is then located. Such court shall determine which organization or organizations that the undistributed assets shall go to, but such organization or organizations must be operated exclusively for one or more exempt purposes.

ARTICLE XI
Restrictions

A. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporators, directors, trustees, 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 Article V of these Articles of Incorporation.

B. No substantial part of the activities of the Corporation shall consist of carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not either 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. Additionally, the Corporation shall

not engage in political activities of any kind, except as permitted by the provisions of Section 501(h) of the Internal Revenue Code of 1986, as amended, or a corresponding section of any future federal tax code.

C. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activity not permitted to be carried on:

- (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or
- (ii) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future federal tax code.

D. 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, as amended, or corresponding section of any future federal tax code.

E. The Corporation shall not:

- (i) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code;
- (ii) Retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code;
- (iii) make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or a corresponding section of any future federal tax code; or
- (iv) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or a corresponding section of any future federal tax code.

ARTICLE XII

Bylaws

The Board of Directors shall adopt bylaws consistent with these Articles of Incorporation. The bylaws may be amended, altered, added to, or repealed, or new bylaws may be adopted only by a majority of all votes cast at a meeting of the Board of Directors of the Corporation where a quorum is present.

ARTICLE XIII

Amendment of Articles

A. With the exception of Article I, Article IX, paragraph A of Article X, and paragraphs B, C, and D of this Article XIII, these Articles of Incorporation may be amended from time to time as provided in Section 617.1002 of Florida Statutes or any successor thereto.

B. Article IX, paragraph A of Article X, and paragraph B of this Article XIII may be amended or changed only by unanimous affirmative vote given by written consent or cast at a duly called meeting of all of the Board of Directors of the Corporation.

C. Article I and paragraphs C and D of this Article XIII shall never be amended, rescinded, modified, added to, or changed, directly or indirectly, in any manner whatsoever, except as provided in Paragraph D of this Article XIII.

D. If either an order or declaration of a court of competent jurisdiction or applicable law shall have the effect of rendering unenforceable the provisions of paragraph C or D of this Article XIII, any amendment or change to Article I or paragraph C or D of this Article XIII shall be made only by the unanimous affirmative vote given by written consent or cast at a duly called meeting of all of the Board of Directors of the Corporation.

ARTICLE XIV

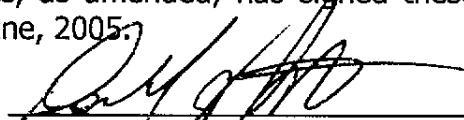
Initial Registered Office and Registered Agent

The street address of the Corporation's initial registered office in the State of Florida is One S.E. Third Avenue, Tenth Floor, Miami, Florida 33131, and the name of its initial registered agent at such office is Lee Mandell, Esq.

ARTICLE XV
Incorporator

The name and address of the incorporator is Donald James Butler, One S.E. Third Avenue, Tenth Floor, Miami, Florida 33131 (hereinafter called the "Incorporator").

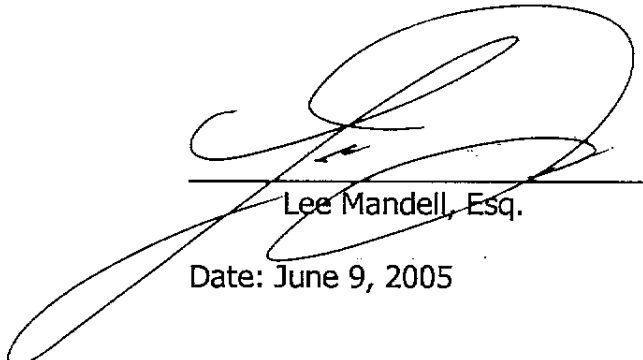
IN WITNESS WHEREOF, the undersigned, being the Incorporator for the purpose of forming a Corporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, as amended, has signed these Articles of Incorporation on this 9th day of June, 2005.



Donald James Butler,
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for RACHLIN FOUNDATION, INC., at the place designated in the Articles of Incorporation of the Corporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position, as Registered Agent.



Lee Mandell, Esq.

Date: June 9, 2005

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TALLAHASSEE, FLORIDA