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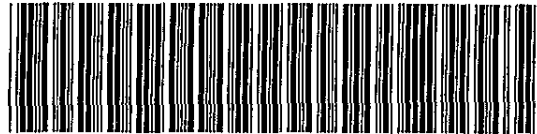
(Business Entity Name)

(Document Number)

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6-20-05

Law Offices of
Austin A. Frye, P.A.

20900 West Dixie Highway
Aventura, Florida 33180

June 9, 2005

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

**Re: Sapoznik Family Foundation, Inc. –
Articles of Incorporation
Certified Copy of Articles of Organization
Certificate of Good Standing**

Ladies and Gentlemen:

Enclosed for filing are the original Articles of Incorporation for the referenced not-for-profit corporation. Upon filing, please provide us with a certified copy of the Articles of Incorporation and a Certificate of Good Standing.

For this purpose, enclosed is a check in the amount of \$87.50, which represents the filing fee for the articles of incorporation, registered agent fee, certified copy of Articles and Certificate of Good Standing.

As always, if you have any questions, please do not hesitate to call me.

Sincerely,

LAW OFFICES OF AUSTIN A. FRYE, P.A.

Roxana L. Nasco, Esq.

RIN/
Enclosures

ARTICLES OF INCORPORATION
OF
SAPOZNIK FAMILY FOUNDATION, INC.

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2005 JUN 20 P 3:59
CLERK OF DISTRICT COURT
MIAMI, FLORIDA

The undersigned, acting as the initial directors of a non-for-profit corporation under the provisions of Chapter 617 of the Florida Statutes, hereby sign and verify the following Articles of Incorporation for such corporation.

ARTICLE I
NAME

The name of this corporation shall be SAPOZNIK FAMILY FOUNDATION, INC. (hereinafter referred to as "Corporation") and its principal address shall be 1100 Northeast 163 Street, North Miami Beach, Florida 33162.

ARTICLE II
DURATION

The Corporation shall have perpetual existence, unless dissolved according to law.

ARTICLE III
PURPOSES AND POWERS

A. The Corporation is organized and shall be operated exclusively for charitable, educational, literary and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law (the "Code").

B. The Corporation may receive gifts and bequests and hold, administer, and dispose of the same exclusively for the accomplishment of the charitable purposes for which the Corporation was created. The Corporation in carrying out its purposes shall have all the powers granted by law to a corporation formed under the Florida Not For Profit Corporation Act (Chapter 617 of the Florida Statutes), as amended.

C. Notwithstanding any other provisions herein, the Corporation shall not carry on activities not permitted to be carried on (a) by a corporation exempt from federal income tax

under Section 501(c)(3) of the Code, or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

C. 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 any candidate for public office.

D. Notwithstanding any other provision herein, if, at any time, the Corporation is determined to be a private foundation, as defined in Section 509 of the Code, then the following provisions shall apply:

1. The Corporation shall distribute its income for each tax year at such time and in such manner as to not to become subject to tax on undistributed income imposed by Section 4942 of the Code;

2. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;

3. The Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Code;

4. The Corporation shall not make any investments in a manner that would subject it to tax under Section 4944 of the Code; and

5. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE IV NO PRIVATE INUREMENT

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, 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 Article III hereof.

ARTICLE V MEMBERS

The Corporation shall have no members.

**ARTICLE VI
NO CAPITAL STOCK**

The Corporation shall have no capital stock.

**ARTICLE VII
BOARD OF DIRECTORS**

The general management of the Corporation shall be vested in a Board of Directors. The number, qualifications, term of office, method of election, powers, authorities, and duties of the Directors, the time and place of their meetings, and such other provisions with respect to them as are not inconsistent with the express provisions of this Articles of Incorporation shall be as specified in the Bylaws of the Corporation. The names and addresses of the persons who are to serve as the initial directors of the Corporation are as follows:

Rachel A. Sapoznik
1100 Northeast 163 Street
No. Miami Beach, FL 33162

Mario Sapoznik
1100 Northeast 163 Street
No. Miami Beach, FL 33162

Isaac S. Sapoznik
1100 Northeast 163 Street
No. Miami Beach, FL 33162

Michael F. Sapoznik
1100 Northeast 163 Street
No. Miami Beach, FL 33162

Austin A. Frye
20900 West Dixie Highway
Aventura, Florida 33180

**ARTICLE VIII
DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors, shall after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for one or more of the purposes of the Corporation, which may include distribution to an organization or organizations organized and operated exclusively for one or more of such purposes, or shall distribute all of the assets of the Corporation to the federal government, or the a state or local government, for a public purpose. Any assets no so 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 purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for one or more of the purposes of the Corporation.

**ARTICLE IX
REGISTERED OFFICE AND AGENT**

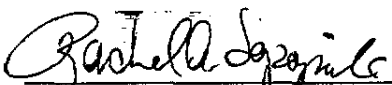
The registered agent and office are:

Austin A. Frye
20900 West Dixie Highway
Aventura, Florida 33180

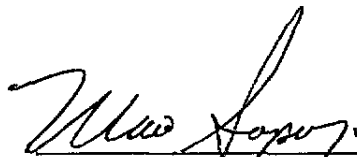
**ARTICLE X
AMENDMENT**

These Articles of Incorporation may be amended by the Directors, subject to such requirements as may be set forth in the Corporation's Bylaws.

IN WITNESS WHEREOF, the undersigned directors have executed these Articles of Incorporation on this 8 day of June, 2005.



RACHEL A. SAPOZNIK, Director



MARIO SAPOZNIK, Director



ISAAC S. SAPOZNIK, Director



MICHAEL F. SAPOZNIK, Director



AUSTIN A. FRYE, Director

**CONSENT AND ACCEPTANCE
TO APPOINTMENT AS REGISTERED AGENT**

AUSTIN A. FRYE, having been named as registered agent and to accept service of process for the SAPOZNIK FAMILY FOUNDATION, INC., at the place designated in the foregoing Articles of Incorporation, hereby consents to and accepts the appointment as registered agent and agrees to act in such capacity. He further agrees to comply with the provisions of all statutes relating to the property and complete performance of his duties. He is familiar with and accepts the obligations of his position as registered agent.

June 8, 2005
Date


AUSTIN A. FRYE

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2005 JUN 20 P 3:59
SEC. OF STATE
STATE OF TEXAS