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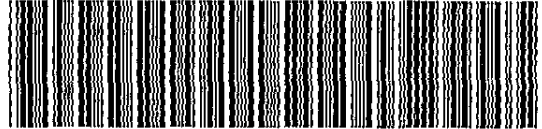
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Randee S. Schatz, P.A.

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Reply to Palm Beach

Delray Beach:

15 Northeast 4th Street, Suite A

Delray Beach, FL 33444

Tel: 561-272-0398

November 21, 2005

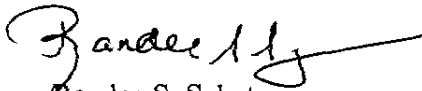
Department of State
Division of Corporations
Corporate Filings
PO Box 6327
Tallahassee, Fl. 32314

CERTIFIED/RETURN RECEIPT REQUESTED

Dear Sir/Madam:

Enclosed for filing please find the Articles of Corporation for The Sylvia and Geoffrey Leigh Foundation, Inc. along with Designation for Registered Agent. An extra copy of each items is enclosed. I have enclosed my check in the amount of \$78.75 for the filing fee of same along with a certified copy of the filing. Should you have any questions, let me know.

Sincerely yours,



Randee S. Schatz

RSS:rs

cc: Client

ARTICLES OF INCORPORATION

OF

THE SYLVIA AND GEOFFREY LEIGH FOUNDATION, INC.

The Incorporators of THE SYLVIA AND GEOFFREY LEIGH FOUNDATION, INC. hereby states its Articles of Incorporation pursuant to F.S. 617.0202 as follows:

ARTICLE I - NAME

The name of this corporation is THE SYLVIA AND GEOFFREY LEIGH FOUNDATION, INC.

ARTICLE II - LOCATION

The principal office of this corporation is to be located at 220 Sunrise Avenue, Suite 209, Palm Beach, FL 33480.

ARTICLE III - CHARITABLE PURPOSE OF CORPORATION

The organization is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code. Notwithstanding any other provision of these articles, the corporation shall not carry on or engage in any other activities or exercise any powers not permitted to be carried on

Prepared By:

RANDEE S. SCHATZ, P.A.
RANDEE S. SCHATZ, ESQUIRE
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Florida Bar No. 279900

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or exercised (a) by a corporation exempt from federal income tax under Internal Revenue Code Section 501(c)(3), or (b) by a corporation to which contributions are deductible under Internal Revenue Code Section 170(c)(2) or corresponding provision of any United States Internal Revenue Law.

ARTICLE IV SPECIFIC PURPOSE OF THE CORPORATION

The specific purpose for which this corporation is organized is to provide charitable, religious, educational and scientific relief to other charities.

ARTICLE V- NOT FOR PROFIT CORPORATION

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under Chapter 617 of the Florida Statutes for charitable purposes.

ARTICLE VI -DIRECTORS

The manner in which directors are elected is by members as set forth in the By-Laws. The corporation shall have directors initially. The number of directors may be increased or diminished from time to time, by By-Laws, but shall never be less than three (3).

ARTICLE VII- INITIAL OFFICERS AND DIRECTORS

The initial officers and directors of the corporation are:

Geoffrey Leigh
224 Barton Avenue
Palm Beach, FL 33480

President, Director

Sylvia Leigh
224 Barton Avenue
Palm Beach, FL 33480

First Vice President, Treasurer, Director

Randee S. Schatz
220 Sunrise Avenue #209
Palm Beach, Fl. 33480

Second Vice President, Secretary, Director

ARTICLE VIII - REGISTERED AGENT AND REGISTERED OFFICE

The street address of the registered office of this corporation is 220 Sunrise Avenue, Suite 209, Palm Beach, FL 33480, and the name of the registered agent of this corporation at that address is Randee S. Schatz.

ARTICLE IX -NO PROPERTY TO INURE TO INDIVIDUALS

The property of this corporation is irrevocably dedicated to the purposes set forth above and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member hereof, or to the benefit of any 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 Articles III AND IV hereof to the extent permitted by applicable law.

ARTICLE X - PRIVATE FOUNDATION PROVISIONS

(1) As used in this Article X, section references, unless otherwise indicated, refer to the Internal Revenue Code of 1986, as amended, Title 26 of the United States Code, including corresponding provisions of any subsequent federal tax laws.

(2) Any other provision of the law notwithstanding, during any period or periods that this corporation is deemed to be a "private foundation" as defined under Internal Revenue Code, the corporation shall do the following:

(a) Distribution of Income. The corporation shall distribute such of its income (and principal, if necessary) for each tax year at such time and in such manner as not to become subject

to the tax on undistributed income imposed by Internal Revenue Code Section 4942, or corresponding provisions of any subsequent federal tax law.

(b) Self-Dealing. The corporation shall not engage in any act of self-dealing as defined in Internal Revenue Code Section 4941(d) which would give rise to any liability for tax imposed by Internal Revenue Code Section 4941, or corresponding provisions of any subsequent federal tax law.

(c) Excess Business Holdings. The corporation shall not retain any excess business holdings as defined in Internal Revenue Code Section 4943(c), which would give rise to any liability for the tax imposed by Internal Revenue Code Section 4943(a) or corresponding provisions of any subsequent federal tax law.

(d) Investments Jeopardizing Charitable Purpose. The corporation shall not make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Internal Revenue Code Section 4944, so as to give rise to any liability for the tax imposed by Internal Revenue Code Section 4944(a) or corresponding provisions of any subsequent federal tax law.

(e) Taxable Expenditures. The corporation shall not make any "taxable expenditures," as defined in Internal Revenue Code Section 4945(d), which would give rise to any liability for the tax imposed by Internal Revenue Code Section 4945(a) or corresponding provisions of any subsequent federal tax law.

ARTICLE XI- DISSOLUTION OR WINDING UP

Upon the dissolution or winding up of the corporation, its assets remaining after payment of, or provisions for payment of all debts and liabilities of this corporation shall be distributed to a

nonprofit fund, foundation, or corporation that is organized and operated exclusively for public or charitable purposes and that has established its tax-exempt status under Internal Revenue Code Section 501 (c)(3), as the Board or Directors shall determine. Any such assets not so disposed of shall be disposed of by any proper court having jurisdiction over the matter, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

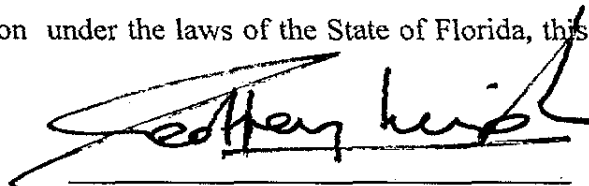
ARTICLE XII- NO INFLUENCE OF LEGISLATION

No substantial part of activities of this corporation shall consist of carry on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office, and any advocacy of a particular position or viewpoint must present a sufficiently full and fair exposition of the pertinent facts to permit an individual or the public to form an independent opinion or conclusion.


ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, We have hereunto set our hands and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 18th of November, 2005.

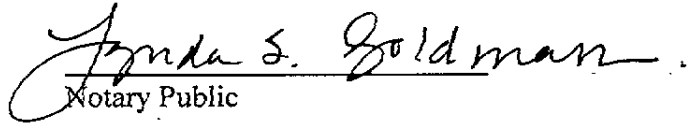


Geoffrey Leigh, as its Incorporator


Sylvia Leigh, as its Incorporator

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 18th day of November, 2005 by
Geoffrey Leigh, as Incorporator of **THE SYLVIA AND GEOFFREY LEIGH FOUNDATION,**
INC. and by Sylvia Leigh as Incorporator of **THE SYLVIA AND GEOFFREY LEIGH**
FOUNDATION, INC.


Notary Public

Personally known OR Produced Identification _____
Type of Identification Produced _____

 **Lynda S. Goldman**
Commission # DD270552
Expires November 30, 2007
Bonded Troy Fair - Insurance, Inc. 900-385-7019

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**


In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

FIRST -- **THE SYLVIA AND GEOFFREY LEIGH FOUNDATION, INC.** desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 220 Sunrise Avenue, Suite 209, Palm Beach, FL 33480, County of Palm Beach, State of Florida, has named Randee S. Schatz, 220 Sunrise Avenue, Suite 209, Palm Beach, FL 33480, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above- stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: _____


Randee S. Schatz
Resident Agent