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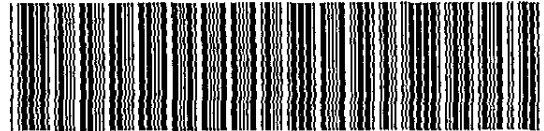
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DIVISION OF CORPORATIONS
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LAW OFFICES
OF
JOEL REINSTEIN, P.A.
WACHOVIA PLAZA • SUITE 325
925 SOUTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33432

TELEPHONE (561) 393-6714
FACSIMILE (561) 393-1909

JOEL REINSTEIN

February 9, 2006

DHL

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: MFH Foundation, Inc.

Dear Sir or Madam:

Enclosed for filing are the Articles of Incorporation for the above-referenced non-profit corporation, together with a check in the amount of \$78.75, representing your filing fee. Also enclosed is an additional copy of the Articles. Please provide the undersigned with a certified copy in the enclosed overnight mailed.

Thank you for your cooperation in this matter.

Sincerely,


Joel Reinstein

JR/wsm
Enclosures-check

StateIncNonProfit.ltr

**ARTICLES OF
MFH FOUNDATION, INC.
(A Florida Corporation Not For Profit)**

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**ARTICLE I
Name**

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

**ARTICLE II
Corporate Nature**

The Corporation is a corporation 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: 925 S. Federal Highway, Suite 325, Boca Raton, FL 33432.

**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 exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The Corporation may initiate, carry on and otherwise provide direct support only for programs that have charitable, scientific, literary or educational purposes and may make distributions for one or more of the purposes set forth in the first sentence of this Article V to organizations organized and operated exclusively for such purposes at the times of such distributions and that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or 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 of 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 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, which 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 not be less than three (3) persons. The number and method of election of directors shall be as stated in the bylaws of the Corporation. The voting and other rights of the members of the Board of Directors shall be as provided in the bylaws of the Corporation

ARTICLE VIII Initial Board of Directors

The number constituting the initial Board of Directors of the Corporation is three (3). The names and addresses of the persons who shall serve as the initial Board of Directors of the Corporation are the following:

Joel Reinstein
925 S. Federal Highway
Suite 325
Boca Raton, FL 33432

Lawrence Rosen
21170 N.E. 22nd Court
North Miami Beach, FL 33180

Elinor Ganz
1000 Island Blvd., PH-3
Williams Island, FL 33160

ARTICLE IX Members

The Corporation shall not have members.

ARTICLE X Dissolution

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE XI Restrictions

- A. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its 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 V hereof.
- B. No 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 or in opposition to any candidate for public office or engage in political activities of any kind.

- C. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activities not permitted to be carried on (a) 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 (b) 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 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 corresponding section of any future Federal tax code.

ARTICLE XII

Registered Office; Registered Agent

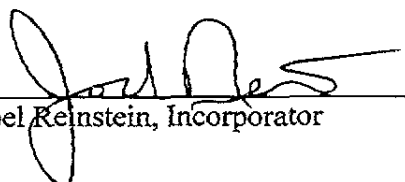
The street address of the Corporation's registered office in the State of Florida is 925 S. Federal Highway, Suite 325, Boca Raton, FL 33432, and the name of its registered agent at such office is Joel Reinstein.

ARTICLE XIII

Incorporator

The name and address of the sole incorporator is Joel Reinstein, 925 S. Federal Highway, Suite 325, Boca Raton, FL 33432, (hereinafter called the "Incorporator").

IN WITNESS WHEREOF, the undersigned, has signed these Articles of Incorporation on this 10th day of February, 2006.


Joel Reinstein, Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

That, MFH Foundation, Inc., desiring to organize under the laws of the State of Florida, has named Joel Reinstein, located at 925 S. Federal Highway, Suite 325, Boca Raton, FL 33432, 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 the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Sections 617.0501, Florida Statutes.

Dated this 10th day of February 2006.


Joel Reinstein
Registered Agent

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