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FLORIDA PROFIT/NON PROFIT CORPORATION

American Helping Hand Foundation, Inc.

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**ARTICLES OF INCORPORATION OF
AMERICAN HELPING HAND FOUNDATION, INC.**

ARTICLE I. NAME

The name of the corporation is AMERICAN HELPING HAND FOUNDATION, INC. (the "Foundation").

ARTICLE II. PRINCIPAL OFFICE

The principal office and place of business shall be at a location in Florida established and ordered by the board of directors. The business of this Foundation shall be carried on at this principal office in Florida, and at such other places as may from time to time be authorized by the board of directors. The initial principal address of the Foundation is:

American Helping Hand Foundation, Inc.
4561 NW 7th Street
Deerfield Beach, FL 33442

ARTICLE III. PURPOSES AND LIMITATIONS

3.1 Purposes. This Foundation is a nonprofit, public benefit corporation organized under the Florida Not for Profit Corporation Act for the purposes described below, and it shall be nonprofit and nonpartisan. The Foundation is organized exclusively for charitable purposes within the meaning of Code Sec. 501(c)(3), as amended (or the corresponding provision of any future United States Internal Revenue Law). Notwithstanding any other provision of these Articles, the Foundation shall not, except to an insubstantial degree, carry on or engage in any activities or exercise any powers that are not in furtherance of the purposes of the Foundation, and the Foundation shall not carry on any other activities not permitted to be carried on (a) by a Foundation exempt from federal income tax under Code Sec. 501(c)(3), as amended (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a Foundation, contributions to which are deductible under Code Sec. 170(c)(2), as amended (or the corresponding provisions of any future United States Internal Revenue Law).

The primary purpose shall be to promote the health of seriously ill or disabled children.

3.2 Contributions. The Foundation may receive, by contribution, gift, bequest, devise, or in any other manner, money, assistance, and any other form of real, personal, or mixed property, from any person, firm or corporation to be used in the furtherance of the purposes of the Foundation, provided however, that gifts shall be subject to acceptance by the board of directors as required by the Bylaws. Notwithstanding, the Foundation 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 to the extent permitted by applicable law.

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ARTICLES OF INCORPORATION OF
AMERICAN HELPING HAND FOUNDATION, INC.

3.3 Offices and Employees. The Foundation may establish one or more offices and employ such agents, employees and clerical force as may be deemed necessary or proper to conduct and carry on the work of the Foundation, and it may pay reasonable compensation for the services of such persons.

3.4 Political Activity. No substantial part of the activities of the Foundation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the Foundation 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 IV. MEMBERS

The Foundation shall not have members and shall not issue membership certificates.

ARTICLE V. REGISTERED OFFICE AND AGENT

The name and complete address in the State of Florida of the Foundation's initial agent for service of process is:

Eduardo R. Arista, Esq.
Arista & Feldman, P.L.
2655 Le Jeune Road, 5th Floor
Coral Gables, FL 33134

The registered office and agent may be changed by the Board of Directors from time to time as provided by the Florida Not for Profit Corporation Act.

ARTICLE VI. INCORPORATORS

The name of the incorporator is as follows:

Eduardo R. Arista, Esq.
Arista & Feldman, P.L.
2655 Le Jeune Road, 5th Floor
Coral Gables, FL 33134

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ARTICLES OF INCORPORATION OF
AMERICAN HELPING HAND FOUNDATION, INC.

ARTICLE VII. DIRECTORS AND OFFICERS

7.1 Number. The affairs of the Foundation shall be managed by a board of directors consisting initially of three (3) directors. The number of directors may be increased or diminished from time to time in accordance with the provisions of the Bylaws of the Foundation, but shall never be less than three (3). The names and addresses of the individuals to serve on the initial Board of Directors are as follows:

Robert Bartus
4561 NW 7th Street
Deerfield Beach, FL 33442

Robert Lederer
4561 NW 7th Street
Deerfield Beach, FL 33442

Zsolt Szilagyi
4561 NW 7th Street
Deerfield Beach, FL 33442

7.2 Election. The directors of the Foundation shall be elected as provided in the Bylaws.

7.3 Removal; Vacancies. The removal of directors from office and filling of the vacancies shall be determined by the Bylaws.

7.4 Officers. The Foundation shall have one or more officers as provided in the Bylaws.

7.5 Compensation. A director of the Foundation shall not receive compensation, directly or indirectly, for his or her services as director. An officer of the Foundation shall not receive compensation, directly or indirectly, for his or her services as an officer, unless he or she is employed by the board of directors as a member of the administrative staff of the Foundation. These prohibitions shall not preclude reimbursement of a director, officer, or duly appointed committee member for expenses or advances made for the Foundation that are reasonable in character and amount and approved for payment in the manner provided by the Bylaws.

7.6 Indemnification. Every director and every officer of the Foundation shall be indemnified by the Foundation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding to which he or she may be a party or in which he or she may become involved by reason of being or having been a director or officer of the Foundation whether or not he or she is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement before entry of judgment, the indemnification shall

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ARTICLES OF INCORPORATION OF
AMERICAN HELPING HAND FOUNDATION, INC.

apply only when the board of directors approves such settlement and reimbursement as being for the best interest of the Foundation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled. Appropriate liability insurance may be provided for every officer, director and agent of the Foundation in amounts determined from time to time by the board of directors.

ARTICLE VIII. BYLAWS


The board of directors of the Foundation shall make and adopt Bylaws for the Foundation (the "Bylaws"), and said board and its successors in office shall have power to alter, amend, and rescind such Bylaws or to adopt new Bylaws.

ARTICLE IX. TERM; DISSOLUTION

The Foundation shall have perpetual existence. Upon the dissolution or winding up of the Foundation, its assets remaining after payment of (or provisions for payment of) all debts and liabilities of the Foundation 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 Code Sec. 501(c)(3) as the Board of 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.

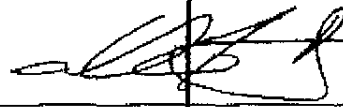
IN WITNESS WHEREOF, the incorporator has hereunto set his hand and seal this 30 day of March, 2006.

INCORPORATOR


Eduardo R. Arista, Esq.
Arista & Feldman, P.L.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above named Foundation at Arista & Feldman, P.L., 2655 Le Jeune Road, 5th Floor, Coral Gables, FL 33134, I hereby accept this appointment and agree to comply with the provisions of Florida Statutes, Section 48.091 relative to keeping open said office.



Eduardo R. Arista, Esq.

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