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Fax Number : (850) 205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
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FLORIDA PROFIT/NON PROFIT CORPORATION

SEAMILES CHILDREN'S CHARITABLE FOUNDATION, INC.

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ARTICLES OF INCORPORATION
SEAMILES CHILDREN'S CHARITABLE FOUNDATION, INC.

In Compliance with Chapter 617, F.S., the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a not-for-profit corporation.

ARTICLE I

The name of the corporation is **Seamiles Children's Charitable Foundation, Inc.** (hereinafter, the "Corporation").

ARTICLE II

The street address of the principal office of the Corporation is 3020 Northeast 32nd Avenue, Unit 408, Fort Lauderdale, Florida 33308.

ARTICLE III

The Corporation is organized and operated exclusively for charitable purposes and endeavors within the meaning of Section 501 of the Internal Revenue Code of 1986, as amended (hereinafter, the "Code"), **primarily focusing on disabled, disadvantaged, or at-risk children.** Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation contributions to which are deductible under Section 170(a) of the Code as being to an organization referred to in Section 170(c)(2) of the Code. The Corporation is not organized, and shall not be operated for, pecuniary gain of profit. No part of the property or net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors or officers, or other private persons, except that the Corporation shall be organized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

ARTICLE IV

The Corporation shall be governed by a Board of Directors. The members of the Initial Board of Directors are identified in Article V below. All future Directors shall be elected or appointed by a vote of a majority of the incumbent members of the Board of Directors at the time of said vote and according to the procedures described in the Corporation's By-Laws. Notwithstanding anything to the contrary in these Articles or the Corporation's By-Laws, the Chairman of the Board of Corporate Properties Limited or his/her designee shall serve as the Chairman, as well as a member, of the Board of Directors of the Corporation unless otherwise determined by a majority vote of the Board of Directors of the Corporation.

ARTICLE V

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The names, addresses of the initial Directors are as follows:

Steven Wise
555 Wilson Avenue
Toronto, Canada M3H5Y6

Stephen Miller
75 Second Avenue, Suite 610
Needham, MA 02494-2800

David Everett Marko
3001 SW 3rd Avenue
Miami, Florida 33129

ARTICLE VI

The name and street address of the registered agent is David Everett Marko, 3001 S.W. 3rd Avenue, Miami, Florida 33129.

ARTICLE VII

The name and address of the Incorporator is David Everett Marko, 3001 S.W. 3rd Avenue, Miami, Florida 33129.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 15th day of June, 2006.



David Everett Marko

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Seamiles Children's Charitable Foundation, Inc. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position.



David Everett Marko

Date: June 16, 2006

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