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DEPT. OF REVENUE
TALLAHASSEE, FLORIDA
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

*Paul + Irene Rifkin Charitable
Foundation, Inc*

Signature

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Name

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**ARTICLES OF INCORPORATION
OF
PAUL AND IRENE RIFKIN CHARITABLE FOUNDATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned hereby mutually agree to unite and associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida applicable to corporations not for profit under Section 617.013 of the Florida Statutes, and for this purpose, we hereby make, execute and adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is the **PAUL AND IRENE RIFKIN CHARITABLE FOUNDATION, INC.**

ARTICLE II. TERM OF EXISTENCE

The term of existence is perpetual. Corporate existence will begin when chartered by the Secretary of State.

ARTICLE III. PURPOSES

The purposes for which the Corporation is organized are:

A. To contribute to worthy charitable organizations, which organizations are organizations within the meaning of Section 501(c)(3) of the Internal Revenue Service Code.

B. To receive and maintain a fund or funds of real and personal property, or both, subject to the restrictions and limitations hereinafter set forth; to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, scientific, literary, or educational purposes, to achieve the purposes of this organization within the meaning of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

Notwithstanding any other provision of these articles, the corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Internal Revenue Code Section 501(c)(3) or corresponding provisions of any subsequent Federal tax law.

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code Section 501(h) or participating in or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954, or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or local government for exclusive public purpose.

In any taxable year in which the corporation is a private foundation as described in Internal Revenue Code Section 509(a), the Corporation shall distribute its income for said period at such time and manner as not to subject it to tax under Internal Revenue Code Section 4942, and the Corporation shall not (A) engage in any act of self-dealing as defined in Internal Revenue Code Section 4941(d) or retain any excess business holdings as defined in Internal Revenue Code Section 4943(c); (B) make any investments in such manner as to subject the corporation to tax under Internal Revenue Code Section 4944; or

(C) make any taxable expenditures as defined in Internal Revenue Code Section 4945(d) or corresponding provisions of any subsequent Federal tax laws.

ARTICLE IV

(A) The initial registered office of the corporation is to be located at 46 N. Washington Blvd., Suite 27, Sarasota, FL 34236 the initial resident agent is GEORGE BROWNING III.

(B) The territory in which its activities are principally to be conducted is the United States of America.

(C) The initial director of the corporation until the first annual meeting are as follows:

PAUL N. RIFKIN, 1301 N. Tamiami Trail No. 906, Sarasota, FL 34236.

The remaining directors will be elected at the first meeting.

The Board of Directors shall not be less three nor more than five members.

ARTICLE V. POWERS

A. This corporation shall have the power to do any and all things necessary or expedient for the accomplishment of the objects and purposes of this corporation, including, but not limited to, the power to acquire and dispose of real and personal property, to enter into contracts and to incur obligations in the name of the corporation, and in general to possess all rights, privileges and

immunities, and to enjoy all of the benefits granted to corporations not for profit under the laws of the State of Florida and now enacted or hereafter amended, and in particular, Section 617.013, Florida Statutes.

B. The corporation shall be able to receive bequests from wills or trust.

C. The corporation shall have the power to retain original assets and other property transferred, devised or bequeathed for such time, to invest and reinvest corporate assets in any type of property or security or accounts, to exchange property, and acquire or retain any investment the officers of the corporation deem advisable although such property may not be of the character usually held by trustees or fiduciaries under trust investment law. The corporation through its officers shall exercise any options, rights, conversion privileges pertaining to any securities held by the corporation.

D. The corporation may make grants to other charitable organizations described in Sections 501 c (3) of the Internal Revenue Code.

ARTICLE VI. SUBSCRIBERS

The name and residence address of the subscriber to these Articles of Incorporation is:

PAUL N. RIFKIN, 1301 N. Tamiami Trail No. 906, Sarasota, FL 34236.

ARTICLE VII. OFFICERS

The affairs of the corporation shall have officers including a President, a Secretary and a Treasurer, in accordance with the By-laws of the Corporation.

The initial officers shall be:

President, Secretary, Treasurer: PAUL N. RIFKIN, 1301 N. Tamiami Trail No. 906, Sarasota, FL 34236.

ARTICLE VIII. BY-LAWS

The By-laws of the Corporation are to be made and adopted by the original incorporators and may be altered or rescinded by majority vote of the Directors.

ARTICLE IX. AMENDMENTS


The Articles of Incorporation of the Corporation may be amended by the affirmative unanimous vote of the Directors of the Corporation present and voting at any regular meeting called for that purpose.

ARTICLE X. LIMITATIONS

A. The purposes for which the Corporation is organized are exclusively, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

B. Notwithstanding any other provision of these articles, this organization shall be carry on any other activities not permitted to be carried on by an organization exempt from Federal Income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.


IN WITNESS WHEREOF, the undersigned, as subscribing Officer, has hereunto set his hand and seal this 4 day of October, 2006.

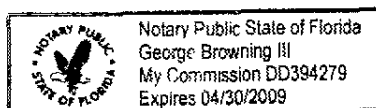

PAUL N. RIFKIN

STATE OF FLORIDA
COUNTY OF SARASOTA

Before me, the Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared PAUL N. RIFKIN to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 4 day of October, 2006.


Notary



**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 617, Florida Statutes, the following is submitted, in
compliance with said Act:

FIRST—That PAUL AND IRENE RIFKIN CHARITABLE FOUNDATION, INC.
desiring to organize under the laws of the State of Florida with its principal office at 46
N. Washington Blvd., Suite 27, Sarasota, FL 34236 has named George Browning III, as
its Registered Agent to accept service of process within this state.

OFFICERS:

President, Secretary, Treasurer: PAUL N. RIFKIN, 1301 N. Tamiami Trail, No. 906, Sarasota, FL 34236.

DIRECTORS:

The business of this corporation shall be managed by its Directors.

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.


George Browning III

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TALLAHASSEE, FLORIDA