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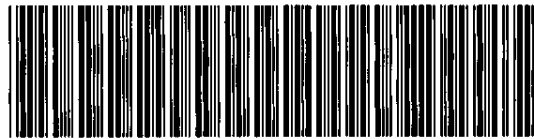
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CORPORATION SERVICE COMPANY

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ACCOUNT NO. : 072100000032

REFERENCE : 550085 80473A

AUTHORIZATION

COST LIMIT : \$ 78.75

ORDER DATE : October 24, 2006

ORDER TIME : 10:44 AM

ORDER NO. : 550085-005

CUSTOMER NO: 80473A

DOMESTIC FILING

NAME: THE ELDER DREAM FOUNDATION,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Cindy Harris - EXT. 2937

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION

OF

THE ELDER DREAM FOUNDATION, INC.
(A Florida not-for-profit Corporation)

FILED

06 OCT 24 PM 12:50

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned Incorporator to these Articles of Incorporation, a natural person competent to contract, hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with Chapter 617, F.S. and the laws of the State of Florida.

ARTICLE I

NAME and ADDRESS

The name of the corporation shall be THE ELDER DREAM FOUNDATION, INC. The address of the corporation shall be 980 North Federal Highway, Suite 402, Boca Raton, Florida 33432, or at such other address within the State of Florida as may be designated from time to time, by the Board of Trustees.

ARTICLE II

PURPOSES

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The corporate purposes shall furthermore be in accordance with the provisions of Florida Statutes Chapter 617 and Section 501(c)(3) of the Internal Revenue code as amended and to perform any and all acts that are legal under the United States and State of Florida laws.

ARTICLE III

MEMBERSHIP

There will be no membership in the corporation.

ARTICLE IV
TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 980 North Federal Highway, Suite 402, Boca Raton, Florida 33432, and the name of the initial registered agent of this Corporation at that address is Ronda D. Gluck, Esq. The corporation shall keep the Department of State of the State of Florida informed of the current city, and street address of said registered office together with the name of the registered agent.

ARTICLE VI
INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is Ronda D. Gluck, Esq. 980 N. Federal Highway, Suite 402, Boca Raton, FL 33432.

ARTICLE VII
OFFICERS AND TRUSTEES

The affairs of this corporation shall be vested with and shall be managed by a Board of Trustees unless otherwise set forth in the By-laws who shall be elected annually by majority vote of the members of the corporation, at a duly called meeting, as provided in the By-laws, and by officers who shall be elected annually by majority vote of the Trustees, as provided in the By-laws. The number of trustees constituting the initial Board of Trustees is five (5). The number of original trustees of this corporation may be fixed or changed from time to time by amendment of the By-Laws of this corporation. The names and addresses of the persons who are to serve as initial trustees are:

1. Ferial Andre, 16244 South Military Trail, Suite 310B, Delray Beach, FL 33484

2. Pierre Andre, MD, 16244 South Military Trail, Suite 310B, Delray Beach, FL 33484
3. David Gluck, 16244 South Military Trail, Suite 310B, Delray Beach, FL 33484
4. Angela Henry, 16244 South Military Trail, Suite 310B, Delray Beach, FL 33484
5. Ronda D. Gluck, Esq., 16244 South Military Trail, Suite 310B, Delray Beach, FL 33484

ARTICLE VIII

BY-LAWS

Section 1. The initial By-Laws of the corporation shall be adopted by a majority vote of the Board of Trustees.

Section 2. The By-Laws may be made, amended or rescinded by a majority vote of the Board of Trustees.

ARTICLE IX

AMENDMENTS

These Articles of Incorporation may be amended by a majority vote of the Board of Trustees.

ARTICLE X

NEGATION OF PECUNIARY GAIN

This corporation is not organized for a pecuniary profit. It shall not have any power to issue Certificates of Stock or declare dividends, and no part of its income shall inure to the benefit of any trustee, director, officer or individual; provided, however, that this shall not be construed to prohibit the payment by the corporation of reasonable compensation for services rendered or to prohibit payments and distributions by the corporation in furtherance of its purposes as described herein.

ARTICLE XI

PROHIBITION OF CERTAIN ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Second hereof. No substantial 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. Notwithstanding any provision of these Articles to the contrary, this corporation is without power to engage in any activity inconsistent with either exemption from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986.

ARTICLE XII

DISSOLUTION

Upon dissolution of this corporation in accordance with Florida Law, the assets and funds remaining after paying or making provision for the payment of all of the liabilities of this corporation shall be distributed by the Board of Trustees to any Charitable Organization meeting the requirements for exemption under Section 501(c)(3) of Internal Revenue Code of 1986. Any assets not disposed of as provided above shall be disposed of by the Circuit Court of Palm Beach County, or any other court having jurisdiction over this corporation in regard to its dissolution exclusively for the purposes of this corporation.

ARTICLE XIII

INDEMNIFICATION

The corporation shall indemnify any Officer or Trustee, or any former Officer or Trustee, to the full extent permitted by law.

ARTICLE XIV

MEETINGS BY TELECONFERENCE/ELECTRONIC TRANSMISSION


Any and all meetings of the Trustees or Officers may be attended in person or by telephone or other form of electronic transmission and/or conferencing.

ARTICLE XV
INFORMAL TRUSTEE ACTION

If all of the Trustees severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings. Evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Trustees.

ARTICLE XVI
LIABILITY

None of the trustees or officers of this corporation shall be personally liable for its debts, liabilities or obligations.

 SUBSCRIBED to this 13th day of October, 2006.

Ronda D. Gluck, Incorporator

DESIGNATION OF REGISTERED AGENT
FOR
THE ELDER DREAM FOUNDATION, INC.
A FLORIDA CORPORATION NOT-FOR-PROFIT

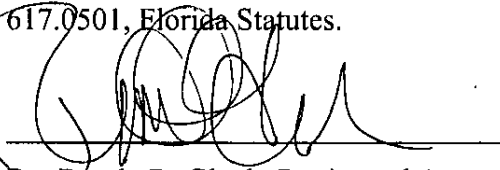
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TALLAHASSEE, FLORIDA

Pursuant to Section 617.0501, Florida Statutes, the following is submitted:

THE ELDER DREAM FOUNDATION, INC., desiring to organize under the laws of the State of Florida, with its registered offices as indicated in the Articles of Incorporation, has named Ronda D. Gluck, 980 North Federal Highway, Suite 402, City of Boca Raton, County of Palm Beach, State of Florida, as its registered agent for 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 as set forth in Section 617.0501, Florida Statutes.


By: Ronda D. Gluck, Registered Agent