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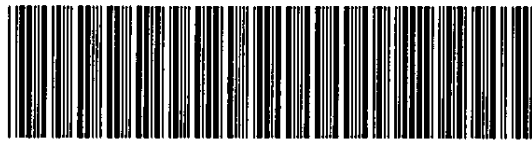
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**LAW OFFICES
ANN PORATH**

WELLINGTON COUNTRY PLAZA
SUITE 209
12773 FOREST HILL BOULEVARD
WELLINGTON, FLORIDA 33414
TELEPHONE (561) 798-2907
FAX (561) 790-3519

January 12, 2007

Secretary of State of Florida
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Michael Roy Cosola Foundation, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-captioned corporation. Also enclosed is my check in the amount of \$70.00 to cover the filing fee.

Kindly return the stamped, filed copy and the Secretary of State letter to me in the self addressed stamped envelope provided for your convenience.

Thank you for your cooperation in this matter.

Very truly yours,



Arlene Ortner

For: ANN PORATH

Encs.

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MICHAEL ROY COSOLA FOUNDATION, INC. A Non-Profit Organization

The undersigned subscribers to these Articles of Incorporation hereby form a corporation under Chapter 617 of the Florida. Not for Profit Corporation Act.

ARTICLE I

The name and address of the corporation is:
MICHAEL ROY COSOLA FOUNDATION, INC.

ARTICLE II

Duration

The duration of the corporation is perpetual.

ARTICLE III

General Purpose

The general purposes for which the corporation is organized are:

1. To create educational scholarships to Keiser University and to donate to other charities.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing, or necessary or desirable, in order to accomplish the foregoing, including borrowing or raising money for any purpose of the corporation, securing same, mortgaging all or any part of the corporate property, and to create, issue, draw and accept and negotiate bonds, mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

ARTICLE IV

MEMBERS

The Corporation is organized as a nontax basis. The qualifications for members and manner of their admission are to be as required in the bylaws.

The names of the persons who are to be the initial members of the corporation are:

- A. Randi Cosola
- B. Richard Cosola

- C. Debra Cosola
- D. Josephine M. Walsh
- E. Karin Cogswell

ARTICLE V

Address

The principal place of business and the mailing address for this corporation is:

1985 Canterbury Circle
Wellington, FL 33414

The name and address of the initial registered agent is:

Randi Cosola
1985 Canterbury Circle
Wellington, FL 33414

ARTICLE VI

The corporation is organized for the lawful purpose of a foundation to distribute funds for educational and charitable purposes and not for procuring profit. No part of the income of the corporation is distributable to its members, directors or officers.

ARTICLE VII

BOARD OF TRUSTEES

The number of Trustees constituting the initial Board of Trustees of the corporation is Five (5). The names and address's of each person who is to serve as a member of the initial Board of Trustees and the Officers of the corporation who shall hold office for the first year of the existence of the corporation, or until their successors are elected or appointed and have qualified are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Randi Cosola	President/Treasurer/ Trustee	1985 Canterbury Circle Wellington, FL 33414
Richard Cosola	Vice President/ Secretary/Trustee	1985 Canterbury Circle Wellington, FL 33414
Debra Cosola	Trustee	236 Foxtail I Greenacres, FL 33415
Joseph M. Walsh	Trustee	1937 Canterbury Circle Wellington, FL 33414

Karen Cogswell

Trustee

2085 Vista Parkway
West Palm Beach, FL 33411

ARTICLE VIII

The name and address of each incorporator is:

NAME

ADDRESS

Randi Cosola

1985 Canterbury Circle
Wellington, FL 33414

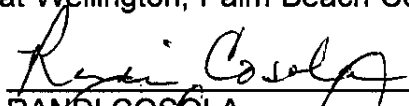
Richard Cosola

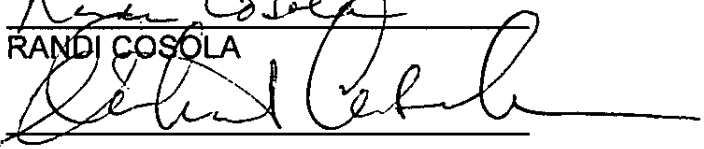
1985 Canterbury Circle
Wellington, FL 33414

ARTICLE IX
REGISTERED OFFICE AND AGENT

The initial registered office of the corporation shall be located at 1985 Canterbury Circle, Wellington, FL 33414. The initial registered agent of the corporation at the address shall be Randi Consola.

EXECUTED by the undersigned at Wellington, Palm Beach County, Florida, this
11 day of January, 2007.


RANDI COSOLA

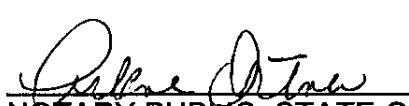

RICHARD COSOLA

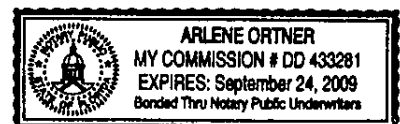
STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized to administer oaths and take acknowledgments, personally appeared RANDI COSOLA and RICHARD COSOLA to me well known to be the person described as subscriber and who executed the foregoing Articles of Incorporation and acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and Seal in the State and County named above this
11th day of January, 2007.

My Commission Expires


NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:
MICHAEL ROY COSOLA FOUNDATION, INC.

2. The name and address of the registered agent and office is:

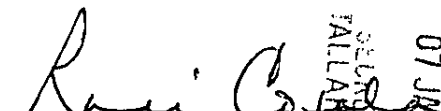
Randi Cosola
1985 Canterbury Circle
Wellington, FL 33414

Dated: January 11, 2007


RANDI COSOLA

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as Registered Agent.

Dated: January 11, 2007


RANDI COSOLA

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TALLAHASSEE, FLORIDA