

Division of Corporations

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Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION

The Sophia Grace Foundation, Inc.

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**ARTICLES OF INCORPORATION
OF**

**THE SOPHIA GRACE FOUNDATION, INC.,
a Florida Not For Profit Corporation**

The undersigned, a natural person of the age of eighteen or over, desiring to form a corporation pursuant to the Florida Not For Profit Corporation Act, does hereby certify:

FIRST: The name of the corporation is The Sophia Grace Foundation, Inc. (the "Corporation").

SECOND: The street address of the initial principal office of the Corporation is 3205 Harrington Dr., Boca Raton, FL 33496.

THIRD: The 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 (the "Code"), or the corresponding section of any future federal tax code.

FOURTH: The number of directors constituting the initial Board of Directors of the Corporation is four (4), and the names and addresses of the persons who are to serve initially are:

<u>Name</u>	<u>Address</u>
Mara Bernstein	3205 Harrington Dr., Boca Raton, FL 33496
Jay Bernstein	3205 Harrington Dr., Boca Raton, FL 33496
Dr. Parul Jayakar	c/o Miami Children's Hospital 3100 SW 62 nd Ave., Miami, FL 33155
Andrew D. Levy	2769 NW 27 th Ave., Boca Raton, FL 33434

FIFTH: Except as otherwise provided in the bylaws or applicable law, the number of Directors of the Corporation may be increased or diminished from time to time in the manner specified in the bylaws of the Corporation, but shall not be reduced to less than three (3). The manner in which subsequent directors are to be elected is stated in the bylaws of the Corporation.

SIXTH: The street address of the initial registered office of the Corporation is 2255 Glades Road, Suite 340W, Boca Raton, FL 33431, and the name of its initial registered agent at such address is Andrew D. Levy.

SEVENTH: 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

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Article Third hereof. No substantial part of the activities of the Corporation shall be the carrying on or 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 other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

EIGHTH: If at any time the Corporation is determined to be a private foundation as described in Section 509(a) of the Code, the Corporation shall, to the extent applicable, comply with Section 508 of the Code insofar as such Section:

- (i) prohibits the Corporation, its directors or members from engaging in any act of self-dealing which is subject to tax under Section 4941 of the Code;
- (ii) requires the Corporation to distribute such amounts for each taxable year allocated at such time and in such manner as not to subject the Corporation to tax on undistributed income under Section 4942 of the Code;
- (iii) prohibits the Corporation from retaining any excess business holdings which are subject to tax under Section 4943 of the Code;
- (iv) prohibits the Corporation from making any investments in such a manner as to subject the Corporation to tax under Section 4944 of the Code; and
- (v) prohibits the Corporation from making any taxable expenditures which are subject to tax under Section 4945 of the Code.

NINTH: Upon dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

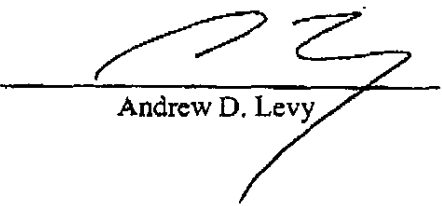
TENTH: The name and address of the sole incorporator is:

Andrew D. Levy, Esq.
Proskauer Rose LLP
2255 Glades Road, Suite 340W
Boca Raton, FL 33431

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The undersigned has executed these Articles of Incorporation this 12th day of October, 2007.



Andrew D. Levy

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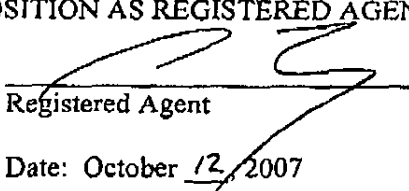
**CERTIFICATION OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the Corporation named below, 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 The Sophia Grace Foundation, Inc.
2. The name and address of the registered agent and office is:

Andrew D. Levy, Esq.
Proskauer Rose LLP
2255 Glades Road, Suite 340W
Boca Raton, FL 33431

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 RELATED TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Registered Agent

Date: October 12, 2007

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