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FLORIDA PROFIT/NON PROFIT CORPORATION

The Florida Science Foundation, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE FLORIDA SCIENCE FOUNDATION, INC.**

In Compliance with Chapter 617, F.S. (Not for Profit)

FIRST: The name of the corporation is The Florida Science Foundation, Inc. (the "Foundation")

SECOND: The principal place of business and mailing address of the Foundation shall be 250 Australian Avenue, Suite 1400, West Palm Beach, Florida 33418.

THIRD: The Foundation is a Not for Profit corporation organized and operated exclusively for one or more charitable, religious, literary, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). In furtherance of such purposes, the Foundation will provide financial support through grants to organizations organized for the purposes described in Section 501(c)(3) of the Code, including those involved with the fields of science and research. Also in furtherance of such purposes, the Foundation may from time to time establish programs to award scholarship and research grants to qualified individuals on an objective and non-discriminatory basis. The Foundation intends at all times to qualify and remain qualified as exempt from federal income tax under Section 501(c)(3) of the Code.

The Foundation is not formed for and shall not be conducted nor operated for pecuniary profit or financial gain, and no part of its assets, income or profit shall be distributed to or inure to the benefit of any private individual or individuals, provided that nothing herein shall prevent the Foundation from paying reasonable compensation to any person for services rendered to or for the Foundation in furtherance of one or more of its purposes.

No substantial part of the activities of the Foundation shall be devoted to carrying on propaganda or otherwise attempting to influence legislation, except to the extent permitted by the Code whether pursuant to an election under Section 501(h) of the Code or otherwise; and no part of the activities of the Foundation shall be devoted to participating in or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

The Corporation shall not engage in or include among its purposes any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

No private individual or individuals shall be entitled to share in the distribution of the Foundation's property or assets in the event of the dissolution or winding up of the Foundation, whether voluntary or involuntary. In such event, all of the assets and property of the Foundation remaining after the proper payment of expenses and the satisfaction of all liabilities shall be

distributed in accordance with the Florida Not for Profit Corporation Act, as it may be amended, to further the not for profit purposes of the Foundation and/or to such charitable and educational organizations as shall qualify under Section 501(c)(3) of the Code.

As long as the Foundation is a private foundation as defined in Section 509(a) of the Code, Section 617.0835 of the Florida Not for Profit Corporation Act (or any successor provision thereto) shall be applicable to the Foundation.

Subject to the foregoing limitations and exclusively in furtherance of the Foundation's charitable, religious, literary, scientific and educational purposes within the meaning of Section 501(c)(3) of the Code, the Foundation shall have the power to engage in any lawful activity in which a corporation organized in the State of Florida may lawfully engage.

FOURTH: The direction and management of the affairs of the Foundation, and the control and disposition of its property and funds, shall be invested in the Board of Directors of the Foundation. The qualification election, tenure, powers and duties of the directors of the Foundation shall be as provided in the Bylaws of the Foundation. Elections of the directors of the Foundation need not be by written ballot unless the Bylaws of the Foundation shall so provide.

FIFTH: The names and Florida street address of the initial Registered Agent of the Foundation are CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

SIXTH: The name and address of the Incorporator of the Foundation are Darren K. Indyke, Esq., 457 Madison Avenue, 4th Floor, New York, New York 10022.

SEVENTH: The Foundation shall have perpetual existence.

EIGHTH: The Foundation shall have no members.

NINTH: The Foundation shall have no capital stock.

TENTH: In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors of the Foundation, by an affirmative vote of not less than a majority of the directors of the Board of Directors of the Foundation, is expressly authorized, from time to time, to make, adopt, alter or repeal the Bylaws and regulations of the Foundation for the orderly operation of the Foundation.

ELEVENTH: The Foundation shall indemnify, to the fullest extent permitted by applicable law, the directors, officers and employees of the Foundation. The Foundation may obtain appropriate liability insurance for the benefit of its officers and directors covering acts or omissions by such officers and directors.

TWELFTH: In furtherance of the purposes for which it is being organized, the Foundation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute; provided,

however, that no amendment, alteration, change, or repeal shall be allowed to authorize the Board of Directors of the Foundation to manage the property of the Foundation or to conduct the affairs of the Foundation in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Code.

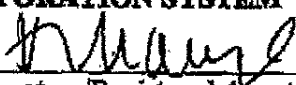
THIRTEENTH: The books of the Foundation may be kept (subject to any applicable provision of law) outside the State of Florida at such place or places as may be designated from time to time by the Board of the Foundation or in the Bylaws of the Foundation.

FOURTEENTH: Any reference herein to a Section of the Code shall be deemed to include a reference to the corresponding provisions, if any, of any future internal revenue law.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

CT CORPORATION SYSTEM

Hillary England
Assistant Secretary

By: 
Signature/Registered Agent

10/31/07
Date


Signature/Incorporator

10-31-07
Date