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FLORIDA PROFIT/NON PROFIT CORPORATION

Alan & Marsha Levy Charitable Foundation, Inc.

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**ARTICLES OF INCORPORATION
OF
ALAN & MARSHA LEVY CHARITABLE FOUNDATION, INC.
(a Florida Not For Profit corporation)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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The undersigned, acting as Incorporator of the ALAN & MARSHA LEVY CHARITABLE FOUNDATION, INC., a corporation organized under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME; PRINCIPAL OFFICE AND MAILING ADDRESS

The name of the corporation shall be the ALAN & MARSHA LEVY CHARITABLE FOUNDATION, INC. (hereinafter, the "Corporation"). The principal office and mailing address of the Corporation is 75 Royal Palm Drive, Fort Lauderdale, Florida 33301.

ARTICLE II

PURPOSE

The purpose of the Corporation is to operate exclusively as a charitable corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, to advance medical, scientific, education, art appreciation and children's programs and/or any other philanthropic purpose by providing contributions to charitable organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to other entities or individuals as may be permitted by the Internal Revenue Code of 1986. All recipient organizations shall be charitable organizations and must have an established Board, including procedures for accountability and oversight.

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ARTICLE III

POWERS

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized, to raise funds by any legal means for the encouragement of its purposes; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized, and shall have such other powers as are granted to corporations not for profit under Florida Statutes and case law.

ARTICLE IV

LIMITATIONS

A. No earnings of the Corporation shall inure in whole or in part to the benefit of private individuals except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

B. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation.

C. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, and its regulations, as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170 (c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

D. In the event that the Corporation is deemed to be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended, then:

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1. The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

2. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

3. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

4. The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

5. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

ARTICLE V

DISTRIBUTIONS OF SURPLUS ON LIQUIDATION

Upon the liquidation, dissolution or other discontinuance of the charitable activities and operations of the Corporation, no surplus remaining after payment of the just debts and liabilities of the Corporation shall be distributed to or among the Directors of the Corporation, but after making provision for the payment of all of the liabilities of the Corporation, the remaining assets shall be

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distributed, as selected by the Board of Directors, to such other organization or organizations as are exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE VI

MEMBERSHIP

The Corporation shall not have any members.

ARTICLE VII

INCORPORATORS

The names of the Incorporators of the Corporation are Alan Levy and Marsha Levy, and the address of each Incorporator is 75 Royal Palm Drive, Fort Lauderdale, Florida 33301.

ARTICLE VIII

BOARD OF DIRECTORS

The number of persons constituting the initial Board of Directors shall be four (4). Members of the Board of Directors shall be elected in a manner as provided for in the Bylaws of the Corporation.

ARTICLE IX

BY-LAWS

Bylaws shall be adopted, altered, amended or repealed by majority vote of the Board of Directors and as provided in the Bylaws themselves. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

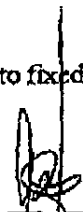
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ARTICLE X


REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 75 Royal Palm Drive, Fort Lauderdale, Florida 33301, and the name of the registered agent of the Corporation at that address is Alan Levy.

IN WITNESS WHEREOF, the Incorporators have hereunto fixed their signatures this 11th day of December, 2007.



Alan Levy, Incorporator



Marsha Levy, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, named as registered agent in Article X of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that she is familiar with and accepts the obligations imposed upon registered agents under the Florida Not For Profit Corporation Act.



Alan Levy, Registered Agent

Dated: Dec 11, 2007

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TALLAHASSEE, FLORIDA

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