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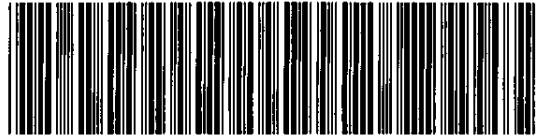
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DATE JAN 10 2008



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Joseph S. Marcus
(1927 - 1983)

Douglas J. Pracher

Richard L. Hersch
of Counsel

January 4, 2008

Florida Secretary of State
Division of Corporations
2661 Executive Center Circle West
Tallahassee, Florida 32301

RE: KC Run for Life, Inc.

Gentlemen:

Enclosed for filing is an original, plus one copy, of the Articles of Incorporation for stamping in for the above-named corporation, together with our check in the amount of \$78.75 to cover the filing fees. Please file these Articles and return the stamped copy and a certificate of status to this office in the envelope which has been provided.

Should you have any questions or problems, please do not hesitate to contact the undersigned.

Very Truly Yours

Marcus & Marcus P.A.

By: 

Douglas J. Pracher

Enclosure

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**ARTICLES OF INCORPORATION
OF
KC RUN FOR LIFE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not-For-Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following articles of incorporation:

ARTICLE 1. NAME

The name of the corporation is as follows: KC RUN FOR LIFE, INC..

ARTICLE 2. ADDRESS

The address of the principal office is 20261 SW 318 th Street, Homestead, FL 33030 and the mailing address of the corporation is P.O. Box 9234230, Homestead, FL 33092-4230.

ARTICLE 3. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is: 317 N. Krome Avenue, Homestead, FL 33030. The name of its initial registered agent at that address is: Douglas J. Pracher.

ARTICLE 4. NO MEMBERS

The corporation shall not have members and shall not issue membership certificates. The corporation shall not issue shares of stock.

ARTICLE 5. DURATION

The duration (term) of the corporation is perpetual.

ARTICLE 6. PURPOSES

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, or the corresponding section of any future federal tax code.

ARTICLE 7. NOT FOR PROFIT

The corporation is a not-for-profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit.

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 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 Internal Revenue 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 Internal Revenue Code, or the corresponding section of any future federal tax code,

Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE 8. POWERS

Solely for the above purposes, the corporation shall have the following powers:

A To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

B. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not-For-Profit Corporation Act, and any successor or amendment to the Florida Not-For-Profit Corporation Act.

C. To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

ARTICLE 9. LIMITATION

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 Six hereof.

If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 U.S.C.A. § 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 10. TAX EXEMPT STATUS

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation 26 U.S.C.A. § 501(a) as an organization described in 26 U.S.C.A. § 501(c)(3) and which is other than a private foundation as defined in 26 U.S.C.A. §

509. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 U.S.C.A. § 501(c)(3). All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

ARTICLE 11. DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue 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.

ARTICLE 12. BOARD OF DIRECTORS

There shall be a board of directors consisting of at least three individuals. The initial directors are elected by the incorporator. After that, each director shall be elected by majority vote of the board of directors in the manner and at the times set forth in the bylaws. Any director may be removed by the affirmative vote of at least two-thirds of the board of directors. The initial directors of the corporation shall be:

Douglas J. Pracher
601 NE 14th Street
Homestead, FL 33030

Charles Roessner III
20261 SW 318th Street
Homestead, FL 33030

Joseph Hellreigel
19690 SW 214th Street
Miami, FL 33187

ARTICLE 13. OFFICERS

The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such a time and in such a manner as may be prescribed by the bylaws or by law.

ARTICLE 14. INCORPORATORS

The name and street address of each incorporator is as follows:

Douglas J. Pracher
601 NE 14th Street
Homestead, FL 33030

ARTICLE 15. BYLAWS


The bylaws of the corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

ARTICLE 16. AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

ARTICLE 17. INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.


Douglas J. Pracher

Michelle S. Ottum
Notary Public State of Florida



CERTIFICATE OF DESIGNATION AND ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Fla. Stat. § 617.0501, the undersigned corporation organized under the not-for-profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the corporation in the State of Florida:

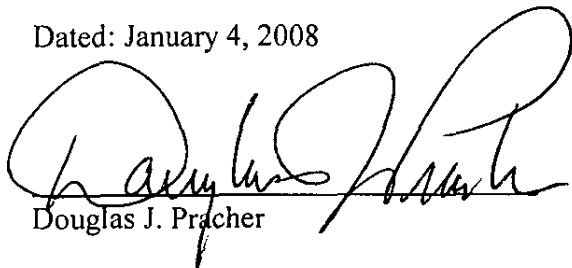
1. Name of the corporation: KC RUN FOR LIFE, INC.

2. Name and address of the registered agent and office:

Douglas J. Pracher
317 N. Krome Avenue
Homestead, FL 33030

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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 I am familiar with and accept the obligations of my position as registered agent.

Dated: January 4, 2008



Douglas J. Pracher

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