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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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THE BRADY COLBERT FOUNDATION INC.

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2008 OCT 28 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended and Restated
Articles Of Incorporation
Of
The Brady Colbert Foundation Inc.
a Florida Not-For-Profit Corporation

The undersigned Corporation, hereby amends and restates its Articles of Incorporation, as follows:

I

Corporate Name

The name of the Corporation is THE BRADY COLBERT FOUNDATION INC.

II

Corporate Address

The address of the principle office and the mailing address of the corporation is:

The Brady Colbert Foundation Inc.
75 Johnnycake Drive
Naples, Florida 34110

III

Not For Profit

The Corporation is a not-for-profit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its members, trustees or officers, except to the extent permissible under law.

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IV.

Purposes

The general purpose for which the Corporation is formed is exclusively for scientific, charitable, and educational purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding sections of any future federal tax code.

The specific and primary purposes for which the Corporation is organized and for which it shall be exclusively administered and operated are to receive, administer, and expend funds for scientific, charitable and educational purposes within the meaning of Section 501(c)(3) and Section 509 of the Code in connection with the following:

A. To help children and families of children with genetic disorders, where such type of genetic disorder will likely cause the death of the child and such child has been diagnosed as terminally ill (the "Terminal Genetic Disorders"). Such help will include the general education of the family regarding the genetic disorder and to provide counseling and similar types of professional help to children and siblings and other family members of the children with Terminal Genetic Disorders.

B. To provide grants and/or contributions of money to other non-profit organizations, which are 501(c)(3) organizations, for the purpose diagnosing genetic conditions, researching the cause of Terminal Genetic Disorders, researching treatments for children with Terminal Genetic Disorders and/or for the purpose of helping families of children with Terminal Genetic Disorder, which shall include helping with costs directly associated the treatment and care of children with Terminal Genetic Disorders.

C. To educate the general public, health care providers, and teachers about Terminal Genetic Disorders and to inform such persons about caring, developments, needs, improvements and enhancements in health care related to children with Terminal Genetic Disorders.

D. To engage in any and all lawful activities incidental to the foregoing purposes except as restricted herein.

E. To do such things and perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by Sections 501(c)(3) or 509, or other applicable sections of the Code, with all the power conferred on nonprofit corporations under the laws of the State of Florida.

F. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not, except to an insubstantial degree, conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under §501(c)(3) of the Code and its regulations as they now exist or as they hereafter may be amended, or by an organization, contributions to which are deductible under §170(c)(2) of the Code and regulations as they now exist or as they hereafter may be amended.

V.

Limitation

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, directors, officers of the Corporation or other private persons, but 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

IV hereof. No member, trustee, director or officer of the Corporation or any private person shall be entitled to share in the distributions of any of the corporate assets upon dissolution of the Corporation. No substantial part of the activities of the Corporation shall consist of attempts to influence legislation by propaganda or otherwise, and the Corporation shall not directly or indirectly participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

VI

Election of Directors

The affairs of the Corporation will be managed by a Board of Directors. The current Board of Directors of the Corporation shall be comprised of four (4) persons. The Directors shall be elected annually, in accordance with the Bylaws. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall be no less than three (3) directors. The names and addresses of the Directors to hold office until the next annual meeting of the Board of Directors, and until their successors shall have been elected and qualify are as follows:

Kenneth M. Colbert
75 Johnnycake Drive
Naples, FL 34110

Marsha K. Colbert
75 Johnnycake Drive
Naples, FL 34110

Kathleen Anderson
Kneeland Road
Tewksbury, MA 01876

Dan OConnell IV
672 Cypree Way East
Naples, FL 34110

VII

No Members

The Corporation shall not have Members and shall not issue membership certificates.

VIII

Bylaws

The Bylaws of the Corporation shall be adopted by the first Board of Directors and thereafter, may be altered, amended or rescinded by a majority vote of the Board of Directors of the Corporation in the manner provided in the Bylaws.

IX

Commencement of Existence

The Corporation shall be deemed to commence upon the effective date set forth in the original Articles of Incorporation that were filed with the Secretary of State, of the State of Florida, which is April 10, 2008.

X

Duration

The duration of the corporation is perpetual.

XI

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be care of 75 Johnnycake Drive, Naples, Florida 34110.

The name of the initial registered agent of the Corporation at the registered office shall be KENNETH M. COLBERT.

XII

In the Event Treated as a Private Foundation

At any time during which this Corporation shall be classified as a "private foundation" as the term is defined by §509 of the Code or the corresponding provisions of any subsequent federal tax laws, such Corporation shall comply with the following provisions:

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, 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, 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, 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, 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, or corresponding provisions of any later federal tax laws.

XIII

Dissolution

Upon the dissolution and liquidation of the Corporation, the Board shall, after paying or making provisions for the payment of all liabilities of the Corporation, make distribution of the assets of the Corporation for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code or corresponding section of any future federal tax code, or such assets shall be distributed to the federal government, or to a state or local government, for a public purpose.

IVX

Amendment

This Corporation reserves the right to amend or repeal any and all provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the affirmative vote of a two-thirds (2/3rd) vote of the members of the Board of Directors, as then constituted; provided, however, that any such amendment shall be calculated exclusively to carry out objects and purposes for which the Corporation is formed.

This is to certify that the above contains amendments, as follows:

Article III is amended to provide that the Corporation is a Florida Not for Profit Corporation.

Article IV, which was old Article III, was reworded regarding the charitable purpose.

Article V was amended in its entirety to provide the limitations and uses of Corporation funds that persons have to follow regarding the distributions of the net earnings of the Corporation.

Article VI, old Article VII, provide for the current directors and rewords the director's provision.

Article VII was amended in its entirety to provide that there will be no members in the Corporation.

Article VIII was amended in its entirety to set forth a provision regarding the Corporation's Bylaws and the vote necessary to amend, alter or repeal such Bylaws.

Article IX, old Article VIII, was not changed and provides for the effective date of the Corporation.

Article X was added to provide the duration of the Corporation.

Article XI, old Article V, was not changed and provides for the registered agent of the Corporation.

Article XII was added to add certain provisions that the Corporation must follow in the event the Corporation is classified as a private foundation by the IRS.

Article XIII was added to provide where the assets of the Corporation must be distributed in the event of its dissolution.

Article IX was added to provide what vote is need to amend the Articles of Incorporation.

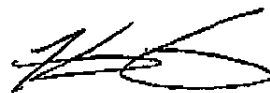
This is to certify that the above was approved by Action by Written Consent of all of the Directors of this Corporation effective the 8th day of July, 2008.

OCT. 28. 2008 9:59AM

GRANT FRIDKIN 239-514-0377

NO. 0114 P. 10

IN WITNESS WHEREOF, the undersigned, as President of the Corporation, has executed the foregoing Amended and Restated Articles of Incorporation this 8th day of July, 2008.



KENNETH COLBERT, President

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OCT. 28. 2008 9:59AM

GRANT FRIDKIN 239-514-0377

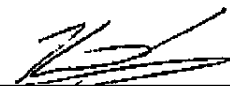
NO. 0114 P. 11

ACCEPTANCE OF REGISTERED AGENT

FOR

THE BRADY COLBERT FOUNDATION INC.

I, KENNETH M. COLBERT, having signed the within as registered agent for THE BRADY COLBERT FOUNDATION INC. (the "Corporation") at the registered address of 75 Johnnycake Drive, Naples, Florida 34110, do hereby agree as registered agent to accept service of process, to keep an office of the Corporation open during the prescribed hours, and to post my name, and that any officer of the Corporation authorized to accept service of process at the above Florida designated address, in some conspicuous place in the office of the Corporation as required by law.


KENNETH M. COLBERT
REGISTERED AGENT

Fax Audit #H08000244633 3