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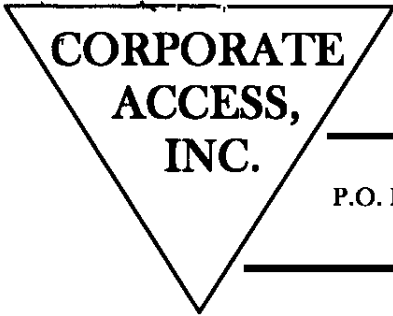
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Articles

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1.

Becker + Poliakoff Helping Hands, Inc.
(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

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(CORPORATE NAME AND DOCUMENT #)

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(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 2, 2008

CORPORATE ACCESS, INC.

WALK-IN

SUBJECT: BECKER & POLIAKOFF HELPING HANDS, INC.
Ref. Number: W08000031648

We have received your document for BECKER & POLIAKOFF HELPING HANDS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.)

The registered agent must sign accepting the designation.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6879.

Ruby Dunlap
Regulatory Specialist II
New Filing Section

Letter Number: 608A00039404

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**ARTICLES OF INCORPORATION
OF
BECKER & POLIAKOFF HELPING HANDS, INC.
(a corporation not for profit)**

FILED

08 JUL -7 AM 9:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporation hereby submits these Articles of Incorporation, pursuant to Chapter 617.0202, Florida Statutes.

ARTICLE I. NAME

The name of the corporation is Becker & Poliakoff Helping Hands, Inc. (the "Corporation") and the mailing address and principal office of the Corporation are 3111 Stirling Road, Fort Lauderdale, Florida 33312.

ARTICLE II. EXISTENCE

The duration of this Corporation is perpetual, unless dissolved according to law.

ARTICLE III. PURPOSE

The purpose for which the Corporation is organized are:

To assist children with terminal or similar illnesses, homelessness and other difficult or life-threatening challenges and their families by delivering toys and other entertainment and distractions from their problems in an effort to spread joy and encouragement and to help the children and to provide support to such children and their families in their time of need.

The general purposes for which the Corporation is organized are exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of successor law.

The purposes for which this Corporation is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Code: and, notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be

carried on by an organization exempt from Federal Income Tax under Code Section 501(c)(3), contributions to which are deductible for federal income, gift and estate tax purposes.

In furtherance of the Corporation's foregoing purposes, the Corporation shall be further authorized:

i) To receive and maintain personal and real property, or both and, subject to the restrictions and limitations herein set forth, to use and apply the whole or any part of the income therefrom and, the principal thereof, exclusively for the foregoing charitable and other purposes.

ii) To receive assistance, money (as grants or otherwise), real or personal property and any other form of contributions, gift, bequest or devise from any person, firm or corporation, to be utilized in the furtherance of the objects and purposes of this Corporation; to enter into agreements or contracts for contributions to the Corporation for its objects and purposes, provided however, that gifts shall be subject to acceptance by the board of directors as required by the bylaws.

iii) To establish an office and employ such assistance and clerical force as may be necessary and proper in the judgment of the board of directors, and pay reasonable compensation for the services of such persons.

iv) To use, expend or distribute, in the manner, form and method, and by the means determined by the board of directors of this Corporation, any and all forms of contributions received by it in carrying out the programs of the Corporation in the furtherance of its stated purposes. Money and real or personal property contributed to the Corporation in the furtherance of these objects and purposes are and shall continue to be impressed with a trust for such purposes.

v) To invest and reinvest surplus fund in such securities and properties as the board of directors may from time to time determine.

vi) To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership.

vii) To contract and be contracted with, and to sue and be sued.

viii) To adopt and use a corporation seal containing the words "corporation not for profit", if desired and deemed necessary: but, this shall not be compulsory unless required by law.

ix) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which this Corporation is formed; and, in general, to have all the rights, privileges and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including, but not limited to, the powers described in Section 617.0302 of the Florida Statutes.

x) All of the above and foregoing are to be construed both as objects and powers, and it is expressly provided that the specific objects and powers enumerated herein shall not be held to limit or restrict in any manner the general powers of the Corporation.

xi) Each and all of the objects, purposes and powers of the Corporation, however, shall be exercised, construed and limited in their application to accomplish the charitable purposes for which this Corporation is formed.

xii) Do all such acts as are necessary or convenient to carry out the purposes set forth in these Articles of Incorporation and as are permitted by law and the Code or its corresponding Treasury Regulations for an entity which qualifies for exemption under §501(c)(3) of the Code.

This Corporation does not contemplate any pecuniary gain or profit to members, directors or officers thereof and no part of any earnings of the Corporation shall inure to benefit of, or be distributable to, any member, director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation, and the Corporation may reimburse its members, directors and officers for all expenses reasonably incurred in performing services rendered to the Corporation). No member, director or officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. However, the Corporation may confer benefits in the form of distributions, upon dissolution or otherwise, upon any organizations described in Code §§ 501(c)(3) and 170(c)(2) of the Code as specified herein.

No substantial part of the activities of the Corporation shall include or consist of the carrying on of propaganda or of otherwise attempting to influence legislation other than as permitted in Section 501(h) of the Code. This Corporation shall not participate in or intervene in or do any other act in connection with, any political campaign on behalf of, or in opposition to, any candidate for public office (including without limitation the publication or distribution of statements for or against any candidate).

All the property of this Corporation is and shall be irrevocably dedicated to charitable purposes. In the event of a dissolution of this Corporation, the assets shall, after paying or making provisions for all liabilities of the Corporation, be distributed to one or more

organizations which are organized and exist exclusively for charitable purposes which, at the time of such dissolution, qualify as an organization described in Code §§501(c)(3) and 170(c)(2), or any corresponding section of any prior or future Internal Revenue Code, or any governmental agency for exclusively public purposes. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such charitable purposes, or to such organization or organizations organized and operated exclusively of such charitable purposes, as said court shall determine.

ARTICLE IV. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 3111 Stirling Road, Fort Lauderdale, Florida 33312 and the name of its initial registered agent at such address is Lee Weintraub.

ARTICLE V. MEMBERS

This Corporation shall have Members. The classes of Members, and the manner in which Members shall be admitted to membership, shall be as set forth in the By-Laws of this Corporation.

ARTICLE VI. MANAGEMENT

With respect to the operation of this Corporation, power shall be exercised, its property controlled, and its affairs conducted by a board of directors, who shall be chosen as set forth in the bylaws of the Corporation. The number of directors of the Corporation shall be three; provided, however, that the number may be changed from time to time by a bylaw duly adopted pursuant to the bylaws of this Corporation, but shall not be less than three.

The names and addresses of the persons who are to serve as the initial directors are:

NAME

ADDRESS

Lee Weintraub

3111 Stirling Road, Fort Lauderdale, Florida 33312

Gina Weintraub

642 Willow Bend Road, Weston, Florida 33327

Susan Greene

3111 Stirling Road, Fort Lauderdale, Florida 33312

ARTICLE VII. AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or in any subsequent amendment hereto, and such amendment to these Articles of Incorporation may be proposed by any Member or Director, and presented as provided in the By-Laws to a quorum (as defined therein) of the Members for their vote. Amendments may be adopted by a majority of the Members of the Corporation at a meeting in which a quorum exists.

ARTICLE VIII. DISSOLUTION

In the event of dissolution, after payment or provision for payment of all debts and liabilities of the Corporation, the residual assets of the organization will be turned over to one or more not-for-profit fund, foundation or corporation which themselves are exempt as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the Federal, State or local Government for exclusively public purposes.

ARTICLE IX

The name and address of the incorporator is: Lee Weintraub, 3111 Stirling Road, Fort Lauderdale, Florida 33312.

ARTICLE X. BYLAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Members, and the By-Laws shall be adopted at the first meeting of the Members. Such By-Laws may be amended or repealed in whole or in part in the manner provided therein.

ARTICLE XI. OFFICERS

This Corporation shall have those officers designated in the Bylaws from time to time.

ARTICLE XII. INDEMNIFICATION

The Corporation shall indemnify any officer or director, and may indemnify any employee or agent, to the fullest extent permitted by Section 617.0831, Florida Statutes.

ARTICLE XIII. STOCK

This Corporation shall not have capital stock.

ARTICLE XIV. PRIVATE FOUNDATION

In any tax year in which the Corporation has been, or can be, characterized as a "private foundation" within the meaning of Section 509 of the Code, the Corporation:

Shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942;

Shall not engage in any act of self-dealing as defined in Section 4941(d);

Shall not retain any excess business holdings as defined in Section 4943(c);

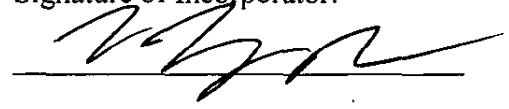
Shall not make any investments in such manner as to subject it to tax under Section 4944; and

Shall not make any taxable expenditures as defined in Section 4945(d).

In witness whereof, the undersigned being the incorporation of this Corporation have executed these Articles of Incorporation.

FTL_DB: 1118863_1

Signature of Incorporator:

A handwritten signature in black ink, appearing to be "V. Lynn", is written over a horizontal line.

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named as registered agent for BECKER & POLIAKOFF HELPING HANDS, INC., a Florida not for profit corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, as Registered Agent and on behalf of the Corporation, hereby state that I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of the registered agent.

Dated: 3rd day of July, 2008

REGISTERED AGENT:

By: _____

Lee A. Weintraub/Becker & Poliakoff, P.A.

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TALLAHASSEE, FLORIDA