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July 28, 2008

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CAPITAL CONNECTION

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ARTICLES OF INCORPORATION
OF
THE SALVATORE BELLASSAI, JR. SCHOLARSHIP FUND, INC.

ARTICLE I - Corporate Name

The name of this Corporation is THE SALVATORE BELLASSAI, JR. SCHOLARSHIP FUND, INC. The principle and mailing address for this entity is 4033 NE 9th Avenue, Ft. Lauderdale, FL 33334.

ARTICLE II Corporate Nature

This is a nonprofit corporation, organized for scholastic and charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III - Duration

The term of existence of the corporation is perpetual.

ARTICLE IV - General and Specific Purposes

The specific and primary purposes for which this corporation is formed are:

- (a) The Corporation is founded for the purpose of maintaining and promoting education for worthy children.
- (b) for the advancement of educational and charitable purposes and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.
- (c) solicit and accept gifts of money or property in order to carry out the purposes as set forth herein.
- (d) to operate exclusively in any other manner for such charitable purposes as will qualify it as an exempt organization under Section 501(c)3 of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent

federal or state tax laws, covering distributions to organizations under the Internal Revenue Code, including private foundations and private operating foundations.

ARTICLE V - Management of Corporate Affairs

The affairs of the SALVATORE BELLASSAI, JR. SCHOLARSHIP FUND, ^{INC.} shall be guided by its director(s), as may from time to time be elected, by the initial directors who are SALVATORE BELLASSAI, SR. and SHEILA BELLASSAI.

Corporate Officers; the directors shall elect the following officers: President; Vice President; Secretary; and Treasurer. Initially, such officers shall be elected at the first annual meeting of the fund. Until such election is held, the following persons shall serve as corporate officers:

President/Treasurer
Sal Bellassai
4033 NE 9th Avenue
Ft. Lauderdale, FL 33334

Vice President/Secretary
Sheila Bellassai
4033 NE 9th Avenue
Ft. Lauderdale, FL 33334

ARTICLE VI - Earnings & Activities of Corporation.

(a) No part of the net cash flow or earnings, if any, or assets of the corporation shall inure to the benefit of or be distributable to its members, Directors, 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 IV hereof.

(c) 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b)

by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VII - Distribution of Assets

This Fund shall not be liquidated, and title to Fund property shall not be transferred without the written consent of the directors of the Fund. Upon liquidation of this Fund, or its cessation, then all of its legally acquired or accumulated funds, moneys and property, whether real or personal, shall be distributed in accordance with the provisions and statutes of the State of Florida, in such manner as shall at the time qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future Internal Revenue Law).

ARTICLE VII - Subscribers

The names and residence address of the Subscribers of this corporation are as follows:

Salvatore Bellassai, Sr.
4033 NE 9th Avenue
Fort Lauderdale, FL 33334

Sheila Bellassai
4033 NE 9th Avenue
Fort Lauderdale, FL 33334

ARTICLE X - Amendment of Bylaws

Subject to the limitations contained in the Bylaws, and any limitation set forth in the Corporation Not For Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this

corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Directors, or by following the procedure set forth therefor in the Bylaws.

ARTICLE XI - Dedication of Assets

The property of this corporation is irrevocably dedicated to educational and charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or the benefit of any private individual.

ARTICLE XII - Registered Agent and Office

The address of the corporation's registered office shall be 633 SE 3rd Ave., Suite 4R, Fort Lauderdale, Florida 33301 and the name of its registered agent at said address shall be George P. Maffei, Esq. of Maffei & Maffei, P.A..

ARTICLE XIII - Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote.

WE THE UNDERSIGNED, being the subscribers and incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 15 day of July, 2008.


Salvatore Bellassai, Sr., Subscriber

Sheila Bellassai
Sheila Bellassai, Subscriber

State of Florida)
) ss.
County of Broward)

ACKNOWLEDGMENT

The foregoing instrument was acknowledged before me this 15 day of July, 2008 by Salvatore Bellassai, Sr. and Sheila Bellassai, subscribers herein, who are personally known to me.



RICHARD A. BENVENUTI, JR.
Commission DD 642406
Expires April 4, 2011
Bundled True/True Fish Insurance 000-000-7000

[Signature]
NOTARY PUBLIC
FLORIDA

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

Maffei & Maffei, P.A.

[Signature]
George P. Maffei, Esquire

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