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**FLORIDA PROFIT/NON PROFIT CORPORATION**

Andres Kasper Institute, Inc.

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**ARTICLES OF INCORPORATION  
FOR  
ANDRES KASPER INSTITUTE, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of Andres Kasper Institute, Inc. (the "Corporation:), under the Florida Not For Profit Corporation Act (Chapter 617, Florida Statutes), adopts the following Articles of Incorporation (the "Articles"):

**ARTICLE I  
NAME**

The name of the Corporation shall be: Andres Kasper Institute, Inc.

**ARTICLE II  
CORPORATE PURPOSE**

(a) The general purpose of the Corporation shall be to raise, receive and maintain a fund or funds of real property or personal property, or both, and to distribute and administer the fund or funds, including any income or interest generated therefrom, exclusively for those purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986, and the corresponding provisions of any future federal tax laws (the "Code"), including religious, charitable, scientific, testing for public safety, literary, educational or prevention of cruelty to children or animals ("Charitable Purposes").

(b) In carrying out such Charitable Purposes, the Corporation shall have all of the powers and authorities granted by law pertaining to corporations not for profit, including the power and authority to accept gifts, devises and other contributions for Charitable Purposes, to buy and sell real and personal property, or an undivided interest therein, to lease property, to hold, administer, invest and reinvest the funds and properties received and to expend, contribute and otherwise dispose of funds or properties for Charitable Purposes either directly or by contribution to other organizations organized and operated exclusively for Charitable Purposes; provided, moreover, that such powers and authorities shall be exercised only in furtherance of Charitable Purposes as permitted under Chapter 617, Florida Statutes, and under Sections 501(c)(3) and 170(c)(2) of the Code and regulations pertaining thereto.

(c) Not in limitation of its Charitable Purposes as defined above, the Corporation intends to focus much of its effort on providing educational and health benefits for needy and handicapped children and young people in the State of Florida, the United States of America and any foreign countries.

**ARTICLE III  
CORPORATE POWERS**

In addition to all other corporate powers provided by law and in furtherance of the objectives described above but not in limitation thereof, the Corporation shall have the power,

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acting by a vote of its Board of Directors (each a "Director" and collectively, the "Directors") cast as the Bylaws may direct, to:

- (a) Change, amend and restate these Articles in a manner consistent with law;
- (b) Adopt, change, amend and restate Bylaws in a manner consistent with law and these Articles, as amended, for the administration of the affairs of the Corporation and the exercise of its corporate powers;
- (c) Increase or decrease the number of its Directors, provided that the number shall not be less than three;
- (d) Adopt and use a common corporate seal and alter the same; provided, however, that such seal shall always contain the words "Not for Profit Corporation";
- (e) Elect or appoint such officers and agents as its affairs shall require, having such authority as may be provided in the Bylaws or as may be delegated to them by the Directors, and allow them reasonable compensation;
- (f) Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person;
- (g) Make contracts and incur liabilities, borrow money at such rates of interest as the Directors may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage and pledge of its property, franchises or income;
- (h) Conduct its affairs, carry on its operations and have offices and exercise the powers granted by Florida law in any state, territory, district or possession of the United States or any foreign country;
- (i) Purchase, take, receive, lease from others, subscribe for, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use or otherwise deal in, and sell, convey, mortgage, pledge, lease to others, exchange, transfer or otherwise dispose of, including by gift, real or personal property or any option or interest therein wherever situated, including without limitation, shares and other interests in or obligations of other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, municipality or of any instrumentality thereof;
- (j) Lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested;
- (k) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interests thereunder or therein;
- (l) Make donations for the public welfare or for religious, charitable, scientific, educational or other similar purposes, including to organizations and entities in foreign countries;

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(m) Merge, consolidate or engage in any other corporate reorganization or corporate division with other not for profit corporations, domestic or foreign, provided that the surviving corporation(s) is (are) a corporation(s) not for profit; and

(n) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

**ARTICLE IV**  
**MEMBERSHIP**

The Corporation shall not have members.

**ARTICLE V**  
**DURATION**

The Corporation shall have perpetual existence commencing with the filing of these Articles with the Secretary of State, State of Florida.

**ARTICLE VI**  
**MANAGEMENT**

(a) The affairs of the Corporation shall be managed by a Board of Directors, which shall be elected at the annual meeting of the Corporation. The Board of Directors shall consist of not less than three. The number of Directors in excess of three shall be as set forth in the Bylaws. Directors shall be elected or removed in accordance with the procedures provided in the Bylaws; and

(b) The officers of the Corporation shall be a President, Secretary and Treasurer, and such other officers as may be provided for in the Bylaws and determined by the Directors. The officers shall be elected and shall hold office in the manner provided in the Bylaws.

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

The corporation shall have three directors initially. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Julinda Kasper	Rua Pedro Baggio, 800 83.430-000 Campina Grande do Sul Parana Brazil

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Isomar Sadi Kasper      Rua Pedro Baggio, #800  
83.430-000  
Campina Grande do Sul  
Parana  
Brazil

Bruno Fernando Kasper      Rua dos Passionistas, 60  
Apt. 301  
80.035-160  
Curitiba  
Brazil

**ARTICLE VIII**  
**INCORPORATOR**

The name and street address of the Incorporator is:

Timothy C. Leixner  
c/o Holland & Knight LLP  
One East Broward Boulevard  
Suite 1300  
Fort Lauderdale, FL 33301

**ARTICLE IX**  
**GENERAL**

(a) All income and assets of the Corporation in excess of necessary expenses shall be administered solely and exclusively for the Charitable Purposes selected by the Directors; and

(b) The Corporation shall not have capital stock and shall not pay dividends to its Incorporator, Directors or officers. In addition, no part of the income of the Corporation shall be distributed to its Incorporator, Directors or officers, provided that the Corporation may pay compensation in a reasonable amount to its Directors or officers for services rendered. The private property of the Incorporator, Directors, or officers shall not be liable for the debts of the Corporation.

**ARTICLE X**  
**PRINCIPAL OFFICE, REGISTERED OFFICE AND REGISTERED AGENT**

(a) The Principal Office and mailing address of the Corporation is:

215 NE 16<sup>th</sup> Avenue  
Unit 205  
Fort Lauderdale, FL 33301

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- (b) The Corporation's Registered Office is located at:

230 174<sup>th</sup> Street  
Apt. L04  
Sunny Isles Beach, FL 33160

and Mercedes Cevallos is hereby appointed as Registered Agent of the Corporation, to accept service of process within this State, to serve in such capacity until a successor is selected and duly designated.

ARTICLE XI  
PROHIBITED ACTIVITIES

The Corporation:

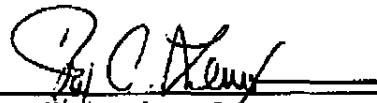
- (a) shall not attempt to influence legislation as a substantial part of its activities;
- (b) shall not allow any part of its net income to inure to the benefit of Directors or officers of the Corporation or to any other individuals, except in the furtherance of its Charitable Purposes;
- (c) shall not participate to any extent in any political campaign for or against any candidate for public office;
- (d) shall not conduct any activities not permitted to be carried on by organizations exempt under Section 501(c)(3) of the Code, or by any organization, contributions to which are deductible under Section 170(c)(2) of the Code;
- (e) shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code;
- (f) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;
- (g) shall not retain any excess business holdings as defined in Section 4943(c) of the Code;
- (h) shall not make any investment in such manner as to subject it to tax under Section 4944 of the Code; and
- (i) shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

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ARTICLE XII  
DEDICATION OF ASSETS

The Corporation dedicates all assets which it may acquire to the Charitable Purposes set forth in Article II hereof. In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapter 617, Florida Statutes, the Corporation shall distribute all of its existing assets to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) of the Code or to the federal government, or a state or local government for exclusive public purposes, as shall be determined by the last Board of Directors. Any such assets not so disposed of shall be disposed by a Court of competent jurisdiction of the county of 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. None of the assets will be distributed to any Director or officer of this Corporation.

IN WITNESS WHEREOF, the undersigned has subscribed his name this 24<sup>th</sup> day of October, 2008.

  
\_\_\_\_\_  
Timothy C. Leixner, Incorporator

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ACCEPTANCE OF REGISTERED AGENT

I agree to act as registered agent for Andres Kasper Institute, Inc., to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Not For Profit Corporation Act, and acknowledge that I am familiar with, and accept, the obligations of such position.

  
Mercedes Cevallos, Registered Agent

Dated: October 24, 2008

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SECRETARY OF STATE  
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