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FLORIDA PROFIT/NON PROFIT CORPORATION

I CARE I CURE CHILDHOOD CANCER FOUNDATION, INC.

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**ARTICLES OF INCORPORATION
OF
I CARE I CURE CHILDHOOD CANCER FOUNDATION, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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I, Alan B. Cohn, of Trade Center South, 100 West Cypress Creek Road, Suite 700, Fort Lauderdale, Florida 33309, the undersigned incorporator, hereby form a corporation pursuant to the provisions of the Florida Not for Profit Corporation Act (the "Florida Act").

ARTICLE I

Name

The name of the corporation (which is hereinafter referred to as the "Foundation") is "I Care I Cure Childhood Cancer Foundation, Inc."

ARTICLE II

Nonprofit Status

The Foundation is non-profit and shall not have authority to issue shares of stock or make dividend distributions. There shall be no period of limitation for the duration of the Foundation.

ARTICLE III

Activities

The nature of the activities to be conducted and the purposes to be promoted or carried out by the Foundation are as follows:

To be organized and operated exclusively for educational, charitable, scientific and/or religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any future federal tax law (the "Code"), as follows:

To raise awareness and funds for research into treatments(targeted and otherwise) for childhood cancer and to engage in any lawful act or activity for which a corporation may be organized under the Florida Not For Profit Corporation Act ("Florida Act") in furtherance of related charitable purposes within the meaning of Section 501(c)(3) of the Code.

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ARTICLE IV

Registered Office and Resident Agent: Mailing Address

The Foundation's resident agent is Alan B. Cohn, Esq., resident of the State of Florida. The Foundation's registered office address, which is identical to the business office of the resident agent is: Trade Center South, Suite 700, 100 W. Cypress Creek Road, Fort Lauderdale, Florida 33309-2140. The mailing address of the Foundation is 10433 S. Lake Vista Cir., Davie, Florida 33328.

ARTICLE V

Directors

The activities, property and affairs of the Foundation shall be managed by its Board of Directors. The initial directors shall be designated by the Incorporator in these Articles of Incorporation to hold office until the first annual meeting of the Board of Directors. Thereafter, new directors shall be elected annually by the then-current directors, by a vote of a majority of the directors present and voting at the annual meeting, except in the case of a vacancy, which may be filled at any meeting of the Board of Directors. The initial number of directors shall be seven (7), which number may be increased or decreased from time to time pursuant to the Bylaws of the Foundation. The Bylaws may provide that persons occupying certain positions within or without the Foundation shall be *ex-officio* directors, who shall not be counted in determining a quorum and shall not have the power to vote.

The following individuals shall serve as Initial directors of the Foundation until their successors are duly elected and qualified:

Beth-Ann Krimsky
Cori Linn
Beth Besner
Lillian Poltorack
Amy Hoffman

Scott Lieberman
Alan B. Cohn
Brad Besner
Nina Taxis

As the founders, Beth Besner and Brad Besner shall each hold a title of a "Founding Director".

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ARTICLE VI

Powers

In furtherance of its purposes as set forth in Article III, and subject to any limitations herein expressed, the Foundation is specifically authorized to do the following:

(a) To receive and maintain funds of real or personal property, tangible or intangible, whether acquired by bequest, devise, gift, grant, purchase, lease, or otherwise, have, hold, manage and sell the same, change the investments thereof invest and reinvest the proceeds thereof, collect and receive the income and profits and use and apply the whole or any part of the profits, income, or principal exclusively for charitable, educational or religious purposes; and

(b) To do, perform and supervise any and all other things which are not inconsistent with the purposes set forth in Article III; provided that the Foundation shall not have or exercise any power or authority not granted to it under the Florida Act nor shall it engage in any activity that would prevent it from qualifying as a corporation described in Section 501(c)(3) of the Code (or the corresponding provision of any future federal tax code).

ARTICLE VII

No Members

The Foundation shall have no members.

ARTICLE VIII

Terms, Provisions, and Limitations.

(a) If, at any time, the Foundation is deemed to be a private foundation as defined in Section 509 of the Code, then so long as the Foundation is deemed a private foundation, it shall not, as provided in Section 509(e) of the Code, fail to require its income for each taxable year to be distributed at such time and in such manner as not to subject the Foundation to the tax on undistributed income under Section 4942 of the Code (or the corresponding provision of any future federal tax code), engage in any act of self-dealing as defined in Section 4941(d) of the Code (or the corresponding provision of any future federal tax code), retain any excess business holdings as defined in Section 4943(c) of the Code (or the corresponding provision of any future federal tax code), or make any investments or expenditures in such manner as to subject the Foundation to tax under Sections 4944 and 4945(d) of the Code (or the corresponding provisions of any future federal tax code).

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(b) No part of the net earnings of the Foundation shall inure to the benefit of any trustee, director, or officer of the Foundation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Foundation), and no trustee, director or officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Foundation.

(c) No substantial part of the activities of the Foundation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Code), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

(d) Notwithstanding any other provision hereof, the Foundation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future federal tax code), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future federal tax code).

ARTICLE IX

Actions by the Board of Directors

The Board of Directors may, by the affirmative vote of no less than seventy percent (70%) of all voting directors then serving, which shall include at least one Founding Director, if any, at any annual meeting of the Board of Directors or at any special meeting of the Board of Directors called for such purpose:

(a) Amend the Articles of Incorporation, provided, however, that no such amendment shall operate to terminate the deductibility of gifts to the Foundation for federal tax purposes or the federal income tax exemption of the Foundation as an organization described in Section 501(c)(3) of the Code;

(b) Dissolve the Foundation;

(c) Transfer substantially all of the Foundation's assets to another corporation exempt from taxation under Section 501(c)(3) and described in Section 170(b)(1)(A) of the Code, and formed for purposes similar to those of the Foundation, or otherwise sell or mortgage substantially all of the assets of the Foundation;

(d) Merge the Foundation with another corporation or consolidate the Foundation; or

(e) Amend the Bylaws.

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The directors of the Foundation shall have the right to make other fundamental changes to the extent and in the manner permitted by Florida Act to directors of a Florida not for profit corporation, except as otherwise provided in these Articles of Incorporation or the Bylaws of the Foundation.

ARTICLE X

Dissolution

Upon the termination, dissolution or final liquidation of the Foundation in any manner and for any reason, the Board of Directors shall first pay or provide for the payment of all liabilities of the Foundation; all remaining assets shall be transferred to or for the benefit of such persons, societies, organizations or corporations having purposes substantially similar to those of the Foundation, as shall be specified in a plan of distribution adopted by two-thirds (2/3) of the voting power of the Board of Directors, or required by operation of law, but no distribution shall be made to any person, group or organization which does not have tax-exempt status under Section 501(c)(3) of the Code.

ARTICLE XI

Amendment of the Articles of Incorporation

The Articles of Incorporation shall not be amended to permit the Foundation to engage in any activity which would be inconsistent with its classification as an organization described in Section 501(c)(3) of the Code.

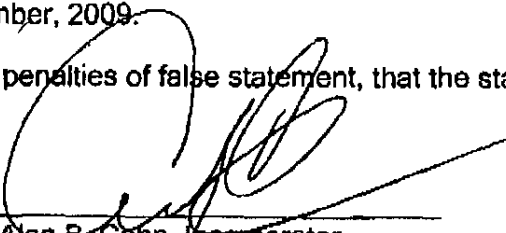
ARTICLE XII

Indemnification

The Foundation may indemnify all persons to the fullest extent permitted by the Florida Act, but shall not be required to purchase or maintain insurance on behalf of such persons. Notwithstanding the foregoing, the Foundation shall not indemnify such persons to the extent so doing would constitute an act of self-dealing as defined in section 4941(d) of the Code.

Dated this 9th day of September, 2009.

I hereby declare, under the penalties of false statement, that the statements made herein are true.


Alan B. Cohn, Incorporator
Authorized Agent

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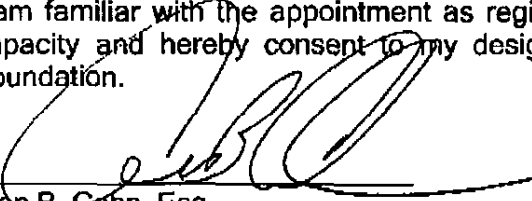
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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated not-for-profit corporation, at the place designated in this certificate. I am familiar with the appointment as registered agent and agree to act in this capacity and hereby consent to my designation as the resident agent for the Foundation.


Alan B. Cohn, Esq.
Registered Agent

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