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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
THE UNDERDOG FOUNDATION, INCORPORATED**

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**RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**THE UNDERDOG FOUNDATION, INCORPORATED**  
**a Florida Not For Profit Corporation**

These Restated Articles of Incorporation of The Underdog Foundation, Incorporated (the "Corporation") contain amendments to the Articles of Incorporation of the Corporation. These Restated Articles of Incorporation were duly adopted by unanimous written consent of the Board of Directors of the Corporation on September 12, 2010. The Corporation does not have any members and, accordingly, no shareholder or member approval was required to authorize these Restated Articles of Incorporation.

The undersigned, a Director of the Corporation, does hereby certify:

**FIRST:** The name of the corporation is The Underdog Foundation, Incorporated.

**SECOND:** The street address of the initial principal office of the Corporation is 200 S. Biscayne Boulevard, Miami, Florida 33131.

**THIRD:** The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code (the "Code"), or the corresponding section of any future federal tax code.

**FOURTH:** The number of directors constituting the initial Board of Directors of the Corporation is three (3), and the names and addresses of the persons who are to serve initially are:

<u>Name</u>	<u>Address</u>
Adam L. Greenberg	914 S. Northlake Drive Hollywood, FL 33019
Nickole M. Krupa	914 S. Northlake Drive Hollywood, FL 33019
Robin B. Stewart	812 Cardinal Avenue Palm Harbor, FL 34683

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**FIFTH:** Except as otherwise provided in the bylaws or applicable law, the number of Directors of the Corporation may be increased or diminished from time to time in the manner specified in the bylaws of the Corporation, but shall not be reduced to less than three (3). The manner in which subsequent directors are to be elected is stated in the bylaws of the Corporation.

**SIXTH:** The street address of the initial registered office of the Corporation is 200 S. Biscayne Boulevard, Miami, Florida 33131, and the name of its initial registered agent at such address is Adam L. Greenberg.

**SEVENTH:** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Third hereof. No substantial part of the activities of the Corporation shall be the carrying on or propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. 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 Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

**EIGHTH:** If at any time the Corporation is determined to be a private foundation as described in Section 509(a) of the Code, the Corporation shall, to the extent applicable, comply with Section 508 of the Code insofar as such Section:

- (i) prohibits the Corporation, its directors or members from engaging in any act of self-dealing which is subject to tax under Section 4941 of the Code;
- (ii) requires the Corporation to distribute such amounts for each taxable year allocated at such time and in such manner as not to subject the Corporation to tax on undistributed income under Section 4942 of the Code;
- (iii) prohibits the Corporation from retaining any excess business holdings which are subject to tax under Section 4943 of the Code;

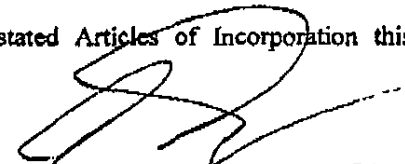
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- (iv) prohibits the Corporation from making any investments in such a manner as to subject the Corporation to tax under Section 4944 of the Code; and
- (v) prohibits the Corporation from making any taxable expenditures which are subject to tax under Section 4945 of the Code.

**NINTH:** Upon dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in 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.

The undersigned has executed these Restated Articles of Incorporation this 12<sup>th</sup> day of September, 2010.

  
Adam L. Greenberg, Director