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Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION
Max Planck Florida Foundation, Inc.

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MAX PLANCK FLORIDA FOUNDATION, INC.

A Florida Not For Profit Corporation

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These Articles of Incorporation are signed and acknowledged by the incorporator for the purpose of forming a not-for-profit corporation under the provisions of Chapter 617 of the Florida Statutes known as the Florida Not For Profit Corporation Act, as follows:

ARTICLE I
NAME AND ADDRESS

The name of the corporation (the "Foundation") is MAX PLANCK FLORIDA FOUNDATION, INC.

ARTICLE II
PRINCIPAL OFFICE

The initial principal place of business address of the Foundation shall be 5353 Parkside Drive, MC19-RE Jupiter, FL 33458-2906. The initial mailing address of the Foundation shall be P.O. Box 998 Jupiter, FL 33468-0998.

ARTICLE III
PURPOSE AND POWERS

The Foundation is not-for-profit and shall be operated, supervised, or controlled exclusively for the benefit of Max Planck Florida Corporation, a Florida not-for-profit corporation doing business as Max Planck Florida Institute, in accordance with section 509(a)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States Internal Revenue Law (the "Code"). The Foundation may exercise any, all and every power for which a not for profit corporation under the Florida Not For Profit Corporation Act can be authorized to exercise in furtherance of such purposes.

ARTICLE IV
LIMITATIONS

No part of the earnings of the Foundation shall inure to the benefit of any director or officer of the Foundation, or to any other person (except that the Foundation may pay reasonable compensation for services rendered to or on behalf of the Foundation and make other payments and distributions in furtherance of one or more of its purposes), and no director or officer of the

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Foundation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Foundation. The Foundation shall pay no dividends.

The Foundation shall not participate, directly or indirectly, 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. The Foundation shall not have the objectives nor engage in activities that would characterize it as an "action organization" as defined in Treasury Regulations.

Notwithstanding any other provision of these articles, the Foundation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code.

ARTICLE V DISSOLUTION

Upon the dissolution of the Foundation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Foundation, dispose of all the assets of the Foundation exclusively to Max Planck Florida Corporation, or if Max Planck Florida Corporation is no longer in existence, then to or to such organization or organizations organized and operated exclusively for scientific, educational or charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors of the Foundation shall determine. Any of such assets not so disposed of shall be disposed of by the Court with appropriate jurisdiction, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operate exclusively for such purposes.

ARTICLE VI ELECTION OF DIRECTORS

The number of Directors of the Foundation shall be set forth in the Bylaws of the Foundation. Except as may otherwise be provided in these Articles of Incorporation, the requirements for membership on the Foundation's Board of Directors and the manner of election or appointment of the Directors of the Foundation shall be prescribed by the Bylaws of the Foundation.

ARTICLE VII MEMBERSHIP

The Foundation's sole member shall be Max Planck Florida Corporation. The member shall have such rights as shall be set forth in the Bylaws of the Foundation.

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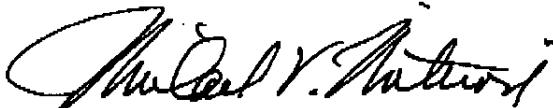
ARTICLE VIII
INITIAL REGISTERED AGENT AND STREET ADDRESS

The initial registered office is located at 5353 Parkside Drive, MC19-RE Jupiter, FL 33458-2906, and Dr. Claudia Hillinger at such address is the initial registered agent.

ARTICLE VIII
INCORPORATOR

The name and address of the Incorporator are:

Michael V. Mitrione
777 South Flagler Drive, Suite 500 East
West Palm Beach, FL 33401



Michael V. Mitrione, Incorporator

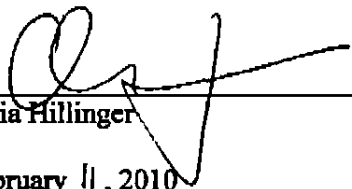
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for Max Planck Florida Foundation, Inc., a Florida not for profit corporation, at the place designated in these Articles of Incorporation, Dr. Claudia Hillinger hereby accepts the appointment as registered agent and agrees to act in this capacity. Dr. Claudia Hillinger further agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties, and she is familiar with and accepts the obligations of its position as registered agent.



Dr. Claudia Hillinger

Date: February 11, 2010

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