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**FLORIDA PROFIT/NON PROFIT CORPORATION
MATHEW AND ROSEMARY MARTOMA FOUNDATION, INC.**

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ARTICLES OF INCORPORATION
OF
MATHEW AND ROSEMARY MARTOMA FOUNDATION, INC.

(Under the Florida Not For Profit Corporation Act)

ARTICLE I
NAME

The name of the corporation is MATHEW AND ROSEMARY MARTOMA FOUNDATION, INC. (the "Corporation").

ARTICLE II
DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III
PURPOSE

The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary, or educational, or the prevention of cruelty to children or animals, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Code (the "Code"). Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activity not permitted to be carried on by an organization exempt from Federal income taxation under Section 501(c)(3) of the Code.

ARTICLE IV
DIRECTORS

The powers of the Corporation shall be exercised, its property controlled and its affairs conducted by a Board of Directors consisting of not less than three (3) persons. 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 and method of election of directors shall be as specified in the bylaws of the Corporation.

The names and addresses of the initial members of the Board of Directors are as follows:

Mathew C. Martoma
21218 St. Andrews Blvd, #720
Boca Raton, FL 33433

Rosemary A. Martoma
21218 St. Andrews Blvd, #720
Boca Raton, FL 33433

Bobby D. Martoma
P.O. Box 560233
Rockledge, FL 32956

ARTICLE V **DISTRIBUTION AND COMPENSATION**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the directors or officers of the Corporation, 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 III hereof. 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;

(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.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office (including the publishing or distribution of statements).

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall be prohibited from carrying 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall be prohibited from, except to an insubstantial degree, engaging in any activity or exercising any powers not in furtherance of the purposes set forth in Article III hereof.

ARTICLE VI **DISSOLUTION**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes set forth in Article III hereof (including distributing them to such organization or organizations organized and operated exclusively for the purposes set forth in Article III hereof as shall, at the time, qualify as an organization or organizations exempt from Federal income taxation under Section 501(c)(3) of the Code).

ARTICLE VII **MEMBERS**

The qualification for members and the manner of their admission shall be regulated by the bylaws for the Corporation. The names and addresses of the initial members of the Corporation are as follows:

Mathew C. Martoma
21218 St. Andrews Blvd, #720
Boca Raton, FL 33433

Rosemary A. Martoma
21218 St. Andrews Blvd, #720
Boca Raton, FL 33433

ARTICLE VIII **INCORPORATOR**

The name and address of the sole incorporator of the Corporation is as follows:

Jane C. Wang, Esq.
c/o Proskauer Rose LLP
2049 Century Park East, Suite 3200
Los Angeles, CA 90067

ARTICLE IX
BYLAWS

Subject to the limitations contained in the bylaws, and any limitation set forth in the Florida Not for Profit Corporation Act, 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 Board of Directors or by the procedure set forth therefor in the bylaws.

ARTICLE X
REGISTERED AGENT

The name of the Corporation's registered agent and the address of its registered office shall be:

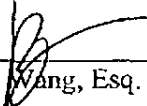
Mathew C. Martoma
21218 St. Andrews Blvd, #720
Boca Raton, FL 33433

ARTICLE XI
PRINCIPAL OFFICE

The address of the principal office and the mailing address of the Corporation is:

21218 St. Andrews Blvd, #720
Boca Raton, FL 33433

The undersigned, being the Sole Incorporator, for the purpose of forming this not-for-profit corporation under the laws of Chapter 617 of the Florida Statutes of the State of Florida, has executed these Articles of Incorporation on this 10th day of December, 2010.



Jane C. Wang, Esq.
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**CERTIFICATION OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the Corporation named below, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is MATHEW AND ROSEMARY MARTOMA FOUNDATION, INC.
2. The name and address of the registered agent and office is:

Mathew C. Martoma
21218 St. Andrews Blvd, #720
Boca Raton, FL 33433

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATED TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Mathew C. Martoma
Mathew C. Martoma
Registered Agent
Date: December 10, 2010