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**FLORIDA PROFIT/NON PROFIT CORPORATION
RIZZO FAMILY FOUNDATION, INC.**

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ARTICLES OF INCORPORATION
OF
RIZZO FAMILY FOUNDATION, INC.

The undersigned, for the purpose of forming a corporation not for profit under the laws of the State of Florida, Chapter 617, the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation:

Article I
Name

The name of this corporation shall be RIZZO FAMILY FOUNDATION, INC.

Article II
Principal Office and Mailing Address

The principal place of business and mailing address of this corporation shall be:

7 San Juan Circle
Ponte Vedra Beach, Florida 32082

Article III
Initial Registered Agent and Address

The name and street address of the initial registered agent of this corporation are:

RAYMOND S. RIZZO
7 San Juan Circle
Ponte Vedra Beach, Florida 32082

Article IV
Incorporator

The name and street address of the incorporator of this corporation are:

RAYMOND S. RIZZO
7 San Juan Circle
Ponte Vedra Beach, Florida 32082

Jonathan L. Hay, Esq.
Purcell, Flanagan, Hay & Greene, P.A.
1548 Lancaster Terrace
Jacksonville, Florida 32204
(904) 355-0355
Fla. Bar No.: 456586

Article V
Effective Date; Duration

5.1. Effective Date. Corporate existence shall commence on the date these Articles are executed.

5.2. Duration. This corporation shall exist perpetually.

Article VI
Purposes

6.1. Purposes. This corporation is organized exclusively for charitable, educational, religious 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 of 1986, as amended, or corresponding section of any future federal tax code. It is intended that this corporation shall not engage in any activity for pecuniary profit.

6.2. Limitations on Actions. All of the assets and earnings shall be used exclusively for the purposes set forth herein, and no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered. 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 in, or intervene in any political campaign on behalf of any candidate for public office.

Article VII
Directors

7.1. Number of Directors. This corporation shall have four (4) directors initially. The number of directors may be increased or diminished from time to time, but shall never be less than the number required by F.S. Section 617.0803(1) or successor provision.

7.2. Initial Directors. The name and street address of the initial directors of the corporation are:

RAYMOND S. RIZZO
7 San Juan Circle
Ponte Vedra Beach, Florida 32082

MARIANNE M. RIZZO
7 San Juan Circle
Ponte Vedra Beach, Florida 32082

RAYMOND F. RIZZO
14 Clinton Avenue
Montclair, New Jersey 07042

MICHAEL D. RIZZO
40 East 88th Street
New York, New York 10128

7.3. Election. The directors shall be elected for the term and by the method stated in the corporation's bylaws.

7.4. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its board members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

7.5. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VIII **Bylaws**

8.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by the board of directors.

Article IX **Dissolution**

9.1. Dissolution. Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing the assets to such organization or organizations which, at such time, is or are qualified as an exempt organization under Section 501(c)(3) and which are described in Sections 170(b)(1)(A), 170(c), 2055(a), and 2522(a), as the board of directors shall determine. All section references are to the Internal Revenue Code of 1986, as amended.

Article X **Amendment**

10.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation.

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IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation
the 3rd day of January, 2011



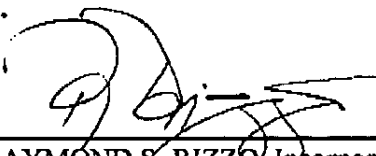
RAYMOND S. RIZZO, Incorporator

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 617.0202 and 617.0501, Florida Statutes, the following is submitted:

RIZZO FAMILY FOUNDATION, INC., desiring to organize or qualify under the laws of the State of Florida, hereby designates RAYMOND S. RIZZO as its registered agent to accept service of process within the State of Florida, and the address of its registered office shall be 7 San Juan Circle, Ponte Vedra Beach, Florida 32082.

DATED this 3rd day of January, 2011.


RAYMOND S. RIZZO, Incorporator

Having been named as registered agent 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 3rd day of January, 2011.


RAYMOND S. RIZZO, Registered Agent

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