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FLORIDA PROFIT/NON PROFIT CORPORATION

Giroski Foundation, Inc.

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ARTICLES OF INCORPORATION
OF
GIROSKI FOUNDATION, INC.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with the requirements of F.S. Chapter 617, the Florida Not For Profit Corporation Act, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a corporation not for profit.

ARTICLE I NAME

The name of the corporation shall be: Giroski Foundation, Inc.

ARTICLE II PRINCIPAL OFFICE

The initial principal place of business and mailing address of this corporation shall be at 1395 Brickell Avenue, Suite 900, Miami, Florida 33131.

ARTICLE III PURPOSE

The purpose for which the corporation is organized is exclusively to: engage in activities for charitable and educational purposes, including but not limited to making contributions to the health, nutrition, clothing and educational needs of underprivileged children, whether directly to qualified recipients or to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV RESTRICTIONS

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 of 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, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers other than those described in Internal Revenue Code Section 501(c)(3).

ARTICLE V DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue 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.

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ARTICLE VI MANNER OF ELECTION OF DIRECTORS

The corporation shall be managed by a Board of Directors. The Directors shall be duly elected in the manner stated in the Bylaws of the corporation.

ARTICLE VII INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent shall be:

Richard Sharpe at 1395 Brickell Avenue, Suite 900, Miami, Florida 33131

ARTICLE VIII DIRECTORS

The names and street addresses of the initial directors of the corporation shall be:

Gianna Girota at 1395 Brickell Avenue, Suite 900, Miami, Florida 33131

Maria Tolo at 1395 Brickell Avenue, Suite 900, Miami, Florida 33131

Maria Guzman at 1395 Brickell Avenue, Suite 900, Miami, Florida 33131

ARTICLE IX EFFECTIVE DATE

The effective date of these Articles of Incorporation shall be April 1, 2011.

ARTICLE X INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: Timothy J. Wildman at 1395 Brickell Avenue, Suite 900, Miami, Florida 33131.

Tim Wildman
Signature, Incorporator

4/1/2011
Date

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and 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.

[Signature]
Signature, Registered Agent

4/1/2011
Date