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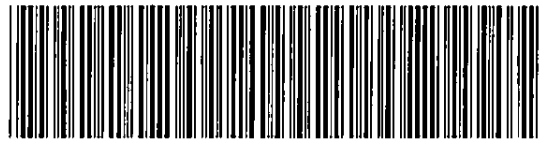
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ARTICLES OF INCORPORATION
In compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be: ENRIKO AND MONICA M. SASSON FAMILY FOUNDATION, INC.

ARTICLE II PRINCIPAL OFFICE

Principal **street** address:
9705 Collins Ave.

Unit 2203N

Bal Harbour, Florida 33154

Mailing address, if different is:

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: See Attached.

ARTICLE IV MANNER OF ELECTION The manner in which the directors are elected and appointed: As stated in Bylaws.

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: See Attached Name and Title: _____

Address: _____ Address: _____

Name and Title: _____ Name and Title: _____

Address: _____ Address: _____

Name and Title: _____ Name and Title: _____

Address: _____ Address: _____

Name and Title: _____ Name and Title: _____

Address: _____ Address: _____

Name and Title: _____ Name and Title: _____

Address: _____ Address: _____

ARTICLE VI REGISTERED AGENT

The **name and Florida street address** (P.O. Box NOT acceptable) of the registered agent is:

Name: Michael A. Indenbaum

Address: 400 Ocean Trail Way, Unit 708

Jupiter, Florida 33477

ARTICLE VII INCORPORATOR

The **name and address** of the Incorporator is:

Name: Kevin M. Cunningham (Fl Bar # 1050349)

Address: 39400 Woodward Ave., Suite 101

Bloomfield Hills, Michigan 48304

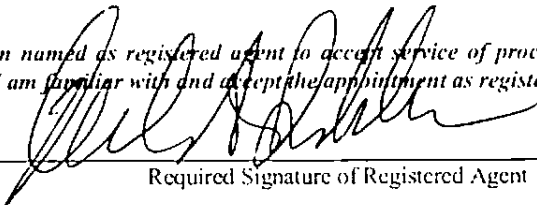
ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing: _____ (OPTIONAL)

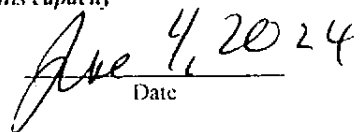
(If an effective date is listed, the date must be specific and cannot be more than five days prior or 90 days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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

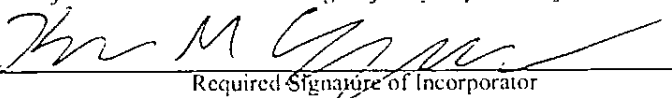


Required Signature of Registered Agent

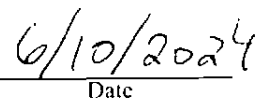


Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.



Required Signature of Incorporator



Date

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The Enriko and Monica M. Sasson Family Foundation, Inc.
9705 Collins Ave, Unit 2203N
Bal Harbour, Florida 33154
Articles of Incorporation
Attachment

ARTICLE III

1. The purpose or purposes for which Enriko and Monica M. Sasson Family Foundation (the "**Corporation**") is organized are:

To receive and administer funds and assets, and primarily make contributions to other charities exclusively for charitable, religious, scientific, literary or educational purposes as set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "**Code**"), or any corresponding provision of any subsequent federal tax laws; such contributions will be used to make distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Code, or any corresponding provision of any subsequent federal tax laws, and that (i) provide assistance to financially diverse individuals, (ii) to support and advance science and scientific endeavors to benefit individuals and communities, (iii) advancing education for our youth and historically disenfranchised individuals, (iv) support research and dissemination of knowledge, as well as support for new models of teaching and knowledge transfer; (v) support institutions that enrich people's spiritual lives; (vi) support institutions and programs that support people's health and quality of life; (vii) as well as other charitable distributions consistent therewith. The Corporation shall exercise such powers in furtherance of its corporate purpose as are authorized under the provisions of the Florida Nonprofit Corporation Act, Chapter 617, F.S. (Not for Profit), as amended (the "**Act**").

The Corporation, including all activities conducted incident to its purposes, shall at all times be conducted so as to qualify as an organization described in Section 501(c)(3) of the Code, or any corresponding provision of any subsequent federal tax laws. 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 any corresponding provision of any subsequent federal tax laws;

(b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code, or any corresponding provision of any subsequent federal tax laws; or

(c) by a nonprofit corporation under the provisions of the Act, or any corresponding provisions of any subsequent Florida law.

3. No part of the activities of the Corporation shall consist of attempting to influence any legislation by propaganda or otherwise; or directly or indirectly participating in, intervening in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any provisions hereof, the

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Corporation shall not conduct or carry on any activities which themselves are not in furtherance of the stated purposes of the Corporation.

4. No part of the assets or net earnings of the Corporation shall inure to the benefit of or shall be distributable to the Corporation's directors, officers, or to 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 its stated purposes.

5. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or any corresponding provisions of any subsequent federal tax laws, that would give rise to liability for tax imposed by Section 4943(a) of the Code, or any corresponding provisions of any subsequent federal tax laws

6. The Corporation shall distribute for each of its taxable years amounts at least sufficient to avoid liability for the tax imposed by Section 4942(a) of the Code, or any corresponding provisions of any subsequent federal tax laws.

7. The Corporation shall not retain any "excess business holdings", as defined in Section 4943(c) of the Code, or any corresponding provisions of any subsequent federal tax laws, that would give rise to liability for the tax imposed by Section 4943(a) of the Code, or any corresponding provisions of any subsequent federal tax laws

8. The Corporation shall not make any investments that would jeopardize the carrying out of the exempt purposes of the Corporation within the meaning of Section 4944 of the Code, or any corresponding provisions of any subsequent federal tax laws, so as to give rise to liability for the tax imposed by Section 4944(a) of the Code, or any corresponding provisions of any subsequent federal tax law

9. The Corporation shall not make any "taxable expenditures", as defined in Section 4945(d) of the Code, or any corresponding provisions of any subsequent federal tax laws, that would give rise to liability for the tax imposed by Section 4945(a) of the Code, or any corresponding provisions of any subsequent federal tax law

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The Enriko and Monica M. Sasson Family Foundation, Inc.
9705 Collins Ave, Unit 2203N
Bal Harbour, Florida 33154
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ARTICLE V

The Initial Officers and Directors are as follows:

Enriko Sasson – Class A Director, President and Treasurer 9705 Collins Ave. Unit 2203N Bal Harbour, Florida 33154	Monica M. Sasson – Class A Director and Secretary 9705 Collins Ave. Unit 2203N Bal Harbour, Florida 33154
Jeremy Solomon – General Director 9705 Collins Ave. Unit 2203N Bal Harbour, Florida 33154	Stephanie S. Berger – General Director 9705 Collins Ave. Unit 2203N Bal Harbour, Florida 33154
Jordan B. Sasson – General Director 9705 Collins Ave. Unit 2203N Bal Harbour, Florida 33154	Michael A. Indenbaum – General Director 400 Ocean Trail Way, Unit 708 Jupiter, Florida 33477

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The Enriko and Monica M. Sasson Family Foundation, Inc.
9705 Collins Ave, Unit 2203N
Bal Harbour, Florida 33154
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ARTICLE IX

1. To the fullest extent permitted by the Act, the Corporation assumes the liability for all acts or omissions of the Corporation's directors, officers or volunteers occurring on or after the effective date.

2. It is the intention and purpose of this Article IX that by reason of the foregoing provisions a claim for monetary damages for a director, officer, or volunteer's acts or omissions shall not be brought or maintained against such director, officer, or volunteer but shall be brought and maintained against the Corporation.

3. Any repeal or modification of this Article IX shall not adversely affect any right or protection of a director, officer, or volunteer of the Corporation existing at the time of, or for or with respect to, any acts or omissions occurring before such repeal or modification.

4. Notwithstanding any provision in this Article to the contrary, the Corporation does not assume any liability for excise taxes which may be owing by any director, officer, or volunteer of the Corporation under Chapter 42 of the Code or the corresponding provisions of any subsequent Federal tax laws.

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ARTICLE X

1. To the extent permitted by law, a director or officer of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of the director's or officer's fiduciary duty arising under any applicable law.

2. Any repeal or modification of this Article shall not adversely affect any right or protection of any director or officer of the Corporation existing at the time of, or for or with respect to, any acts or omissions occurring before such repeal or modification.

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ARTICLE XI

1. In the event of dissolution of this Corporation, all assets, real and personal, shall be distributed to one or more organizations which qualify as tax exempt under Sections 501(c)(3) of the Code, or the corresponding provisions of any subsequent Federal tax laws.

2. This Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code. This Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code. This Corporation shall not retain any excess business holdings as defined in Section 4943 of Code. This Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code. This Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

3. Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any activity 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 Sections 170(c)(2), 2055(a), and 2522(a)(2) of the Code.

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