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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: ACE INDUSTRIES, INC.
54 NW 11TH ST
MIAMI FL 33136-2890
CONTACT: LYNN FRIEDMAN
PHONE: (305) 358-2571
FAX: (305) 358-7832

((H96000002934)))
DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION
NAME: THE MARCUS FOUNDATION, INC.
FAX AUDIT NUMBER: H96000002934
DATE REQUESTED: 02/29/1998
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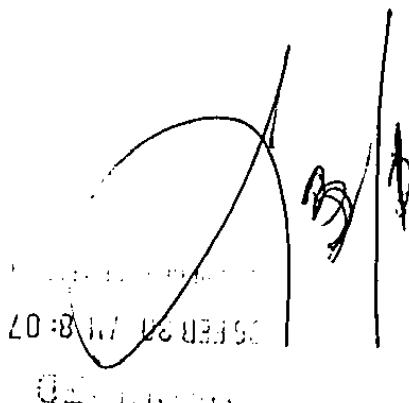
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


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ACE INDUSTRIES/PRINTING CORP KIT

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26-1-0005 WESTCHESTER TITLE

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ARTICLES OF INCORPORATION

☐ CHARITABLE CORPORATIONof THE MARGUS FOUNDATION, INC.a CORPORATION NOT FOR PROFIT formed under the Florida General Corporation Act.Article 1: Name of the Corporation: THE MARGUS FOUNDATION, INC.Address of the Corporation: 17620 N.W. 18th AVENUEMIAMI, FLORIDA 33036

Article 2: DURATION: Term of existence of the corporation is perpetual unless dissolved according to law.

The corporate existence shall commence at the time of filing with the Secretary of State.

Article 3: PURPOSE: The Corporation may transact any and all lawful business for which corporations may be incorporated under the Laws of the UNITED STATES and the STATE OF FLORIDA.

The specific purpose of this Corporation is HELPING CHILDREN WITH LEUKEMIA

Article 4: The elections for directors and the manner of their admission is provided for in the By Laws of the Corporation.

Article 5: The board of directors are as follows: (No less than three)

The names and addresses of the Initial Director: (All persons listed after the first three are additional directors)

1. NANCY IGLESIAS WALSH 17620 N.W. 18th AVENUE MIAMI, FLORIDA 330362. ELIZABETH PAZ-LAGO 10001 N.W. 27th TERRACE MIAMI, FLORIDA 331723. TOMAS MATOS 1229 WEST 29th STREET MIAMI, FLORIDA 33014

Article 6: This Corporation is organized under a non-stock basis.

Article 7: REGISTERED OFFICE: The street address of the initial registered office of the corporation shall be:

1229 WEST 29th STREET MIAMI, FLORIDA 33014and the name of the initial registered agent at such address is TOMAS MATOS

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation

Signature of Registered Agent

Date

Article 8: The Name and address of each incorporator is:

NANCY IGLESIAS WALSH 17620 N.W. 18th AVENUE MIAMI, FLORIDA 33036ELIZABETH PAZ-LAGO 10001 N.W. 27th TERRACE MIAMI, FLORIDA 33172

In witness whereof I have subscribed my name

Article 9: In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or Local Government for exclusive public purpose.

H96-02934
 ACE INDUSTRIES, INC.
 54 NW 11th Street
 Miami, FL 33138
 305-358-2571



N9600001129
THE MARCUS FOUNDATION, INC.
A Voice For Bone Marrow Transplant

Miami, Florida
August 9, 1996

FILED
AUG 12 11 51 AM '96
FBI - MIAMI

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Letter No 996A00037107

Gentlemen:

Please find attached the Articles of Amendment of THE MARCUS FOUNDATION INC. the changes suggested by your office had been made, furthermore find - attached our Check No. 860 on the amount of \$96.25 which represents \$35.00 - for the Articles of Amendment \$52.50 for Certify Copy and \$8.75 for a Certificate of Status, totaling the said \$96.25.

Truly Yours


Nancy Iglesias

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N. HENDRICKS AUG 15 1996

Amended &
Resubmitted
Articles

352-6817



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 2, 1996

THE MARCUS FOUNDATION
17620 N.W. 18TH AVE.
MIAMI, FL 33056

SUBJECT: THE MARCUS FOUNDATION, INC.
Ref. Number: N96000001129

We have received your document for THE MARCUS FOUNDATION, INC.. However, the document has not been filed and is being returned for the following:

The fee to file articles of amendment is \$35. For each certified copy requested, please add an additional \$52.50.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 996A00037107

AMENDED AND RESTATED ARTICLES
FOR

"THE MARCUS FOUNDATION INC." (A CORPORATION NOT FOR PROFIT)

AS ADOPTED BY THE BOARD OF DIRECTORS ON 7/17th/96. Member approval
was not required.

NOTICE IS HEREBY GIVEN THAT THE UNDERSIGNED INCORPORATORS, A MAJORITY OF WHOM ARE CITIZENS OF THE UNITED STATES, ALL BEING OF LEGAL AGE HAVE ASSOCIATED THEMSELVES TOGETHER FOR THE PURPOSE OF FORMING A CORPORATION NOT FOR PROFIT, WITHOUT CAPITAL STOCK, IN ACCORDANCE TO THE PROVISIONS OF CHAPTERS 607 AND 617, FLORIDA STATUTES AND WE DO HEREBY ACCEPT ALL OF THE RIGHTS, PRIVILEGES, BENEFITS AND OBLIGATIONS CONFERRED AND IMPOSED BY SUCH LAW, WE HEREBY DO MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE THESE ARTICLES OF INCORPORATION

ARTICLE I.

THE NAME OF THE CORPORATION SHALL BE: THE MARCUS FOUNDATION INC.

ARTICLE II

THE PLACE IN THIS STATE WHERE THE PRINCIPAL OFFICE OF THE CORPORATION IS TO BE LOCATED SHALL BE;
17620 N.W. 18th Ave. Miami, Florida 33056

ARTICLE III.

THIS CORPORATION SHALL EXIST PERPETUALLY UNLESS OTHERWISE SOONER TERMINATED OR LIQUIDATED AND ALL ASSETS DISPOSED OF IN ACCORDANCE WITH ARTICLE XI, HEREINBELOW.

ARTICLE IV.

THE PURPOSE FOR WHICH THIS CORPORATION IS ORGANIZED BESIDES ANY AND ALL THINGS ALLOWED TO BE DONE BY A NON PROFIT CORPORATION UNDER THE STATUTES OF THE STATE OF FLORIDA, ARE EXCLUSIVELY CHARITABLE AND EDUCATIONAL WITHING THE MEANING OF SECTION 501 (c) (3) OF THE INTERNAL REVENUE CODE OF 1986 OR THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW

FILED
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ARTICLES_V

THE QUALIFICATION OF MEMBERS AND THE MANNER OF THEIR ADMISSION SHALL BE PRESCRIBED FROM TIME TO TIME BY THE BY-LAWS AND FURTHER APPROVED BY THE BOARD OF DIRECTORS OF THE CORPORATION.

INITIALLY ANY PERSON OF GOOD MORAL CHARACTER AND OVER THE AGE OF EIGHTEEN (18) YEARS SHALL BE QUALIFIED TO BE A MEMBER OF THIS CORPORATION. ADMISSION OF MEMBERS WILL BE DECIDED BY THE BOARD OF DIRECTORS IN ACCORDANCE WITH THE REQUIREMENTS SET FORTH IN THE BY-LAWS OF THE CORPORATION.

THE NAMES AND RESIDENCE OF THE SUBSCRIBERS OF THESE ARTICLES OF INCORPORATION, ARE AS FOLLOWS;

INCORPORATORS NAME AND ADDRESS:

NANCY IGLESIAS WALSH 17620 N.W. 18th Ave. Miami, Fla. 33056

ELIZABETH PAZ-LAGO 10001 N.W. 27th Terrace, Miami, Fla. 33172

[illegible]

APPOINTMENT OF THE BOARD OF DIRECTORS. THIS CORPORATION SHALL HAVE A BOARD OF DIRECTORS. THE MANNER AND THE METHOD IN WHICH THE DIRECTORS ARE TO BE ELECTED OR APPOINTED, SHALL BE PRESCRIBED IN THE BY-LAWS FROM TIME TO TIME. HOWEVER WE HEREBY CERTIFY THAT SUCH APPOINTMENTS SHALL FULLY COMPLY WITH SECTION 1.501 (C) (3) - 1 (d) (II i) OF THE INTERNAL REVENUE CODE AND/OR ANY APPLICABLE SECTIONS OR MODIFICATIONS THEREOF.

THE NAMES AND ADDRESSES OF THE BOARD OF DIRECTORS WHICH SHALL SERVE UNTIL THE FIRST ELECTION ARE;

NANCY IGLESIAS WALSH DIRECTOR 17620 N.W. 18th Ave. Miami, Fla. 33056

ELIZABETH PAZ-LAGO DIRECTOR 10001 N.W. 27th Terr, Miami Fla. 33172

TOMAS MATOS DIRECTOR 1229 West 29th Street, Hialeah, Fla. 33014

VACANCIES IN THE INITIAL BOARD OF DIRECTORS OCCURRING BEFORE THE FIRST ELECTION SHALL BE FILED BY THE DIRECTORS REMAINING IN OFFICE EVEN SO THEY MIGHT NOT CONSTITUTE A QUOROM OF THE BOARD OF DIRECTORS

TERMINATION OF ANY BOARD MEMBER. ANY BOARD MEMBER MAY BE TERMINATED BY EXPULSION FOR REASONABLE CAUSE, BY THE REMAINING MAJORITY OF THE ACTING BOARD OF DIRECTORS, OR BY WRITTEN

RESIGNATION SUBMITTED THIRTY DAYS PRIOR, TO THE ACTING BOARD OF DIRECTORS MEETING.

THE AFFAIRS OF THIS CORPORATION SHALL BE MANAGED BY OFFICERS ELECTED BY THE BOARD OF DIRECTORS AT ITS ANNUAL MEETING.

THE OFFICERS WHO SHALL SERVE UNTIL NEW OFFICERS ARE ELECTED IN ACCORDANCE WITH THE BY-LAWS, ARE AS FOLLOWS:

NANCY IGLESIAS WALSH	CHAIRMAN	17620 N.W. 18th Ave. Miami, Fla.	33056
ELIZABETH PAZ-LAGO	SECRETARY	10001 N.W. 27th Terr Miami, Fla.	33172
TOMAS MATOS	TREASURY	1229 West 29th St. Hialeah, Fla.	33014

ARTICLE VI

THIS CORPORATION SHALL ISSUE NO STOCK, NO PART OF THE NET EARNINGS OF THIS CORPORATION SHALL INURE TO THE BENEFIT OF OR BE DISTRIBUTABLE TO ITS MEMBERS DIRECTORS, OFFICERS OR OTHER PRIVATE PERSONS EXCEPT THAT THIS CORPORATION SHALL BE AUTHORIZED AND EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES RENDERED AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF THE PURPOSE SET FORTH IN THIS ARTICLE. NO SUBSTANTIAL PART OF THE ACTIVITIES OF THIS CORPORATION SHALL BE THE CARRYING ON OF PROPAGANDA OR OTHERWISE ATTEMPTING, TO INFLUENCE LEGISLATION THIS CORPORATION SHALL NOT PARTICIPATE OR INTERVENE IN ANY POLITICAL CAMPAIGN ON BEHALF OF ANY CANDIDATE FOR PUBLIC OFFICE, INCLUDING THE PUBLISHING OR DISTRIBUTIONS OF STATEMENTS

NOTWITHSTANDING ANY OTHER PROVISIONS OF THESE ARTICLES, THIS ORGANIZATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON BY AN ORGANIZATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501 (c) (3) OF THE INTERNAL REVENUE CODE OF 1986 OR THE CORRESPONDING PROVISIONS OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW, OR BY A CORPORATION TO WHICH CONTRIBUTIONS ARE DEDUCTIBLE UNDER SECTION 170 (b) (1) (A) (vi) OF THE INTERNAL REVENUE CODE OF 1986 OR THE CORRESPONDING PROVISIONS OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW AND/OR FEDERAL TAX CODE AS AMENDED.

ARTICLE VII

THE BY-LAWS OF THE CORPORATION SHALL BE ADOPTED BY THE BOARD OF DIRECTORS.

ARTICLE VIII

AMENDMENT TO THESE ARTICLES OR TO THE BY-LAWS OF THE CORPORATION MAY BE PROPOSED BY THE BOARD OF DIRECTORS. AMENDMENTS SHALL BE ADOPTED AT A MEETING OF THE BOARD OF DIRECTORS BY THE AFFIRMATIVE VOTE OF THE MAJORITY OF DIRECTORS PRESENT OR VOTING BY PROXY AT ANY MEETING AT WHICH A QUORUM IS

PRESENT, PROVIDED HOWEVER, THAT EACH VOTING MEMBERS HAS BEEN GIVEN NOTICE, AT LEAST TEN DAYS PRIOR TO SAID MEETING..

ARTICLE IX.

THE REGISTERED OFFICE OF THIS CORPORATION IS,
17620 N.W. 18th Ave, Miami, Fla. 33056

AND THE REGISTERED AGENT WITH THE REGISTERED OFFICE AT THE ABOVE ADDRESS IS
NANCY IGLESIAS WALSH, REGISTERED OFFICE SHALL BE AT 17620 N. W. 18th Ave.
Miami, Fla. 33056.

ARTICLE X.

NO CONTRACT OR OTHER TRANSACTIONS BETWEEN THIS CORPORATION AND ANY OTHER CORPORATION, AND NO ACT OF THIS CORPORATION, SHALL IN ANY WAY BE AFFECTED OR INVALIDATED BY THE FACT THAT ANY OF THE DIRECTORS OFFICERS OF THIS CORPORATION ARE PECUNIARILY OR OTHERWISE INTERESTED IN, OR ANY FIRM OF WHICH ANY DIRECTOR IS A MEMBER, A PARTY TO, OR MAY BE PECUNIARILY OR OTHERWISE INTERESTED IN. ANY CONTRACT OR TRANSACTION WITH SAID CORPORATION, SHALL BE DISCLOSED ON THE MINUTES OF THIS CORPORATION ; AND THE MEMBER OF ANY SUCH OTHER CORPORATION WHO IS SO INTERESTED MAY NOT BE COUNTED IN DETERMINING THE EXISTENCE OF A QUORUM AT ANY MEETING OF THE BOARD OF DIRECTORS OF THIS CORPORATION, WHICH SHALL AUTHORIZE ANY SUCH CONTRACT OR TRANSACTION AND PROVIDED, SUCH OTHER DIRECTOR MAY NOT VOTE THERE TO AUTHORIZE ANY SUCH CONTRACT OR TRANSACTION, PROVIDED, HOWEVER, THAT SUCH TRANSACTION IS PERMITTED TO BE CARRIED ON WITHING THE MEANING OF SECTION 501 (c) (3) OF THE INTERNAL REVENUE CODE OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE AS AMENDED.

ARTICLE XI.

UPON THE DISSOLUTION OF THE CORPORATION, ALL ASSETS SHALL BE DISTRIBUTED FOR ONE OR MORE EXEMPT PURPOSES WITHIN THE MEANING OF SECTION 501 (c) (3) OF THE INTERNAL REVENUE CODE, OR 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 ASSET NOT SO DISPOSED OF SHALL BE DISPOSED OF BY THE COURT OF COMMON PLEAS OF THE COUNTY IN WHICH THE PRINCIPAL OFFICE OF THE CORPORATION IS LOCATED, EXCLUSIVELY FOR SUCH PURPOSES OR TO SUCH ORGANIZATION OR ORGANIZATIONS, AS THE COURT SHALL DETERMINE, WHICH ARE ORGANIZED AND OPERATED EXCLUSIVELY FOR SUCH PURPOSES.

IN THE EVENT OF DISSOLUTION, THE RESIDUAL ASSETS OF THE ORGANIZATION WILL BE TURNED OVER TO ONE OR MORE ORGANIZATIONS WHICH THEMSELVES ARE EXEMPT AS ORGANIZATIONS DESCRIBED IN SECTION 501 (c) (3) and 170 (c) (2)

OF THE INTERNAL REVENUE CODE, OR TO THE FEDERAL, STATE, OR LOCAL
GOVERNMENT FOR EXCLUSIVE PUBLIC PURPOSE.

IN WITNESS WHEREOF WE HAVE MADE, SUBSCRIBED, AND ACKNOWLEDGED
THESE ARTICLES OF INCORPORATION THIS 17th DAY OF July OF 1996

INCORPORATORS:

NANCY IGLESIAS WALSH

Nancy Iglesias Walsh
ELIZABETH PAZ-LAGO

Tomas Matos
TOMAS MATOS AS DIRECTOR

STATE OF FLORIDA)
SS
COUNTY OF DADE)

BEFORE ME, THE UNDERSIGNED AUTHORITY, PERSONALLY APPEARED
nancy iglesias walsh, elizabeth paz-LAGO AND TOMAS MATOS.

TO ME KNOWN TO BE PERSONS DESCRIBED AS THE SUBSCRIBERS IN, AND WHO
EXECUTED THE FOREGOING ARTICLES OF THE INCORPORATION, AND THEY
ACKNOWLEDGED BEFORE ME THAT THEY EXECUTED AND SUBSCRIBED TO
THESE ARTICLES OF INCORPORATION.

WITNESS MY HAND AND SEAL IN THE CITY OF Miami
COUNTY OF DADE STATE OF FLORIDA THIS 17th DAY
OF JULY 1996

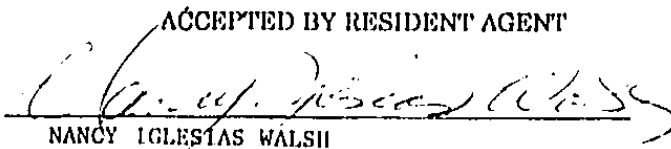


Brian Robert Penabad
NOTARY PUBLIC.

CONSENT OF REGISTERED AGENT.

HAVING BEEN NAMED RESIDENT AGENT OF THIS CORPORATION AT THE OFFICE
DESIGNATED IN THE FOREGOING ARTICLES OF INCORPORATION THE
UNDERSIGNED ACCEPTS THE DESIGNATION.

ACCEPTED BY RESIDENT AGENT



NANCY IGLESIAS WALSH