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November 7, 1996

VIA UNITED STATES EXPRESS MAIL

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

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Re: New Articles of Incorporation for Filing

Dear Sir or Madam:

Enclosed please find one original and two copies of the following documents
for filing:

1. Articles of Incorporation of The Frank & Sarah Salizzoni Charitable Foundation, Inc.; and
2. Certificate of Designation of Registered Agent/Registered Office.

We have also enclosed a check in the amount of \$131.25 for the filing fee (\$35.00), designation of registered agent (\$35.00), certified copy (\$52.50) and certificate under seal (\$8.75). Please return the certified copy and certificate under seal to the undersigned in the enclosed, self-addressed, postage-prepaid envelope.

Please do not hesitate to contact the undersigned if you have any questions with respect to the foregoing.

Very truly yours,

Martha A. Patterson

Martha A. Patterson

Enclosures

cc: Mr. Frank L. Salizzoni (w/out enc.)
B. John Readey, III, Esq. (w/out enc.)

F. OBERMAYER NOV 14 1996

FILED
96 NOV -8 AM 8:05
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

THE FRANK & SARAH SALIZZONI CHARITABLE FOUNDATION, INC.

ARTICLE I:

Name

The name of the corporation shall be "The Frank & Sarah Salizzoni Charitable Foundation, Inc."

ARTICLE II:

Principal place of business and mailing address

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

288 Locha Drive
Jupiter, Florida 33458

ARTICLE III:

Purpose

The corporation is organized and operated exclusively for charitable and educational purposes. The specific purposes for which the corporation is organized are to provide scholarships for higher learning for underprivileged children or any and all other lawful charitable business.

ARTICLE IV:

Manner of election of directors

The incorporators will appoint all of the initial directors of the corporation. The manner of election or appointment of successor or additional directors shall be provided in the bylaws of the corporation.

ARTICLE V:

Limitation of corporate powers

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes.

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TALLAHASSEE, FLORIDA

ARTICLE VI

Initial registered agent and street address

The name and the street address of the initial registered agent is:

Sarah Salizzoni
288 Locha Drive
Jupiter, Florida 33458

ARTICLE VII:

Incorporators

The names and the street addresses of the incorporators for these articles of incorporation are:

Frank L. Salizzoni
288 Locha Drive
Jupiter, Florida 33458

Sarah Salizzoni
288 Locha Drive
Jupiter, Florida 33458

ARTICLE VIII:

Limitation on payments

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IX:

Prohibition on lobbying and propaganda

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

ARTICLE X:
General limitation on corporate activities

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 Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1956 (or the corresponding provision of any future United States Internal Revenue Law).

The undersigned incorporators have executed these Articles of Incorporation this 6 day of November, 1996.

Frank L. Salizzoni

Sarah Salizzoni

Sarah Salizzoni

ARTICLE X:
General limitation on corporate activities

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 Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1956 (or the corresponding provision of any future United States Internal Revenue Law).

The undersigned incorporators have executed these Articles of Incorporation this 6 day of November, 1996.

Frank L. Salizzoni

Frank L. Salizzoni

Sarah Salizzoni

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, 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:

The Frank & Sarah Salizzoni Charitable Foundation, Inc.
(must include suffix)

2. The name and address of the registered agent and office is:

Sarah Salizzoni
(Name)

288 Locha Drive
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Jupiter, Florida 33458
(CITY/STATE/ZIP)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 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.

By: Sarah R. Salizzoni
(SIGNATURE)

11/16/96
(DATE)