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STUART OFFICE
BY APPOINTMENT ONLY
ROYAL PALM FINANCIAL CENTER
759 S. FEDERAL HIGHWAY, Suite 212

STUART, FLORIDA 33995-2434
TELEPHONE (561) 223-4030

October 26, 1998

Department of Corporations
Secretary of State
409 E. Gaines Street
Tallahassee, FL 32399

RE: The Sparrow's Song Foundation, Inc.
A Florida Not-For-Profit Corporation

600002678016--7
-11/02/98--01100--004
*****78.75 *****78.75

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of the above-referenced corporation, together with a check in the amount of \$78.75 to cover the following fees:

- | | | |
|----|----------------------|---------|
| 1. | Filing Fee | \$35.00 |
| 2. | Registered Agent Fee | \$35.00 |
| 3. | Certified Copy | \$ 8.75 |

TOTAL: \$ 78.75

Please file said articles using the date of receipt as the date of commencement of the corporation. Also, return the certified copy to the undersigned at the address listed above.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

Elliot F. Hochman
Elliot F. Hochman

EFH:ba
enclosures

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

CB
11-3-98

ARTICLES OF INCORPORATION

OF

THE SPARROW'S SONG FOUNDATION, INC.

A FLORIDA NOT-FOR-PROFIT CORPORATION

ARTICLE I

NAME

The name of the Corporation is THE SPARROW'S SONG FOUNDATION, INC..

ARTICLE II

DURATION

The term of existence of the corporation is perpetual and the corporate existence will commence on the filing of these Articles by the Department of State.

ARTICLE III

PURPOSE

(A) The Corporation is organized exclusively for the following purposes: religious, charitable, scientific, literary, educational purposes, or for the prevention of cruelty to children or animals, as specified in Subsections 501(c)(3) and 2055 (a)(2) of the Internal Revenue Code of 1986.

(B) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, trustee, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, trustee, director, or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(C) No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Internal Revenue Code Subsection 501(h)], or participating in, or intervening in [including the publication or distribution of statements], any political campaign on behalf of (or in opposition to) any candidate for public office.

(D) Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Subsection 501(c)(3) of the Internal Revenue Code of 1986 or (ii) by a corporation contributions to which are deductible under Subsections 170(c)(2) and 2055(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(E) In the event of the liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary or by operation of law, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Subsections 501(c)(3) and 2055(a)(2) of the Internal Revenue Code of 1986, as amended.

(F) Any other provisions herein notwithstanding, no member, trustee, director, officer, or private individual shall engage in any act of self-dealing as defined in Subsection 4941 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor fail to distribute an amount of income required to avoid incurring tax liability under Subsection 4942 of the Internal Revenue Code of 1986, or corresponding provisions of subsequent federal tax laws; nor retain any excess business holdings as defined in Subsection 4943 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor make any taxable expenditures as defined in Subsection 4945 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE IV **DIRECTORS**

There shall be not less than three (3) members of the Board of Directors of the Corporation and not more than ten (10). Additional Directors may be added from time to time by the majority vote of Directors then serving.

The names and addresses of the persons who are to serve as Directors until the first election thereof are as follows:

<u>Name</u>	<u>Address</u>
Dan Ginsburg	c/o Brent Wolmer 1010 Shady Lakes Circle Palm Beach Gardens, FL 33418
Teresa Ohmit	c/o Brent Wolmer 1010 Shady Lakes Circle Palm Beach Gardens, FL 33418
Brent Wolmer	1010 Shady Lakes Circle Palm Beach Gardens, FL 33418

Any action required or permitted to be taken by the board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes

of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this Corporation authorize the Board to so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of this corporation's initial registered office in Florida is 1010 Shady Lakes Circle, Palm Beach Gardens, FL 33418 and the name of its initial registered agent at that address is Brent Wolmer. The principal place of business shall also be at that same address.

ARTICLE VI

MEMBERSHIP

Unless otherwise provided in the Corporation's Bylaws, the Corporation shall not have any members and shall be considered a non-membership organization.

ARTICLE VII

CONTROL OF CORPORATION

The Corporation shall be governed by its Board of Directors; the Directors of which shall serve indefinitely, unless sooner removed by their own resignation or by the majority vote of a quorum of the Board of Directors. The Board of Directors may, however, delegate so much of its authority to officers of the Corporation, committees composed of directors, officers, or individuals, or any combination thereof, as it deems advisable to fulfill its tax-exempt purposes.

ARTICLE VIII

NONSTOCK CORPORATION

The Corporation shall be considered organized on a nonstock basis, and therefore, certificates of shares of stock in the Corporation shall not be issued.

ARTICLE IX

BYLAWS

The first Bylaws of the Corporation will be adopted by the Board of Directors named herein. Upon proper notice, the Bylaws may be amended, altered, or rescinded by the affirmative vote of fifty-one percent (51%) of the Board of Directors.

**ARTICLE X
AMENDMENTS**

These articles of Incorporation may be amended at any meeting of the Board of Directors, by the affirmative vote of fifty-one percent (51%) of its Directors, at any regular meeting or at any special meeting called for that purpose, provided that such proposed amendments shall be plainly stated in the call for the meeting in which they are to be considered.

**ARTICLE XI
INCORPORATOR**

The name and address of the subscriber of these Articles of Incorporation is:

Name

Address

Brent Wolmer

1010 Shady Lakes Circle
Palm Beach Gardens, FL 33418

IN WITNESS WHEREOF, I have subscribed my name this 15 of October,
1998.



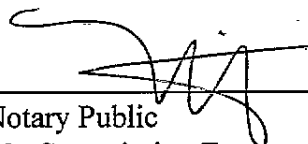
Brent Wolmer, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 15 day of October,
1998, by Brent Wolmer, who is personally known to me or has produced _____
_____ as identification and did/did not take an oath.



NANCY J MULLIGAN
My Commission CC452880
Expires May. 19, 1999
Bonded by ANB
800-852-5878



Notary Public
My Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.034(3) Florida Statutes, the following is submitted:

THE SPARROW'S SONG FOUNDATION, INC., a Florida Not-For-Profit Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business at 1010 Shady Lakes Circle, Palm Beach Gardens, Palm Beach County, State of Florida, has named Brent Wolmer, located at 1010 Shady Lakes Circle, Palm Beach Gardens, Palm Beach County, Florida 33418, as its agent to accept service of process within Florida.

DATE: 10/15/98



Brent Wolmer, Incorporator

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATE: 10/15/98



Brent Wolmer, Registered Agent

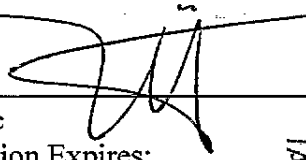
STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 15th day of October, 1998, by Brent Wolmer, who is personally known to me or has produced _____ as identification and did/did not take an oath.



NANCY J MULLIGAN
My Commission CC452060
Expires May, 19, 1999
Bonded by ANB
800-852-5878

Notary Public
My Commission Expires:



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TALLAHASSEE, FLORIDA