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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Sehorn's Corner Foundation Inc.

100002934901--5
-07/19/99--01096--015
*****6.25 *****6.25

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Certified Copy

Certificate of Status

Certificate of Good Standing

ARTICLES ONLY

ALL CHARTER DOCUMENTS

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TALLAHASSEE, FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Certificate of FICTITIOUS NAME

FICTITIOUS NAME SEARCH

CORP SEARCH

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ARTICLES OF INCORPORATION

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TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be:

SEHORN'S CORNER FOUNDATION, INC.

ARTICLE II PRINCIPAL OFFICE

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

C/O Klarberg Raiola & Associates, 500 Fifth Avenue Suite 2000, New York,
NY 10110

ARTICLE III PURPOSE(S)

The specific purpose(s) for which the corporation is organized is(are):

To receive and maintain a fund or funds of real or personal property, or both, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable purposes, through the establishment and maintenance, as well as the making of contributions and grants to assist in the maintenance of charitable organizations, and other such purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, except that this Corporation shall not itself directly conduct any of the above enumerated activities, except for the solicitation, receipt and maintenance of funds, within the State of New York, nor shall this Corporation carry on any activity under Section 404 of the Not-for-Profit Corporation Law or Section 757 of the Executive Law.

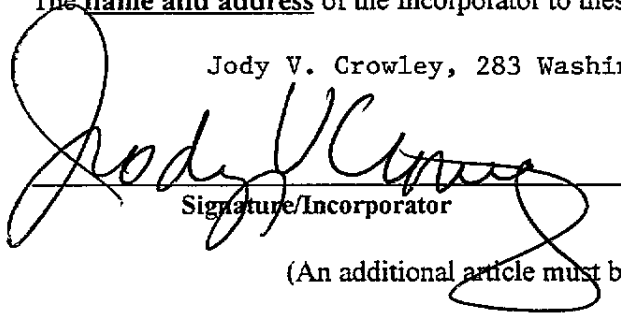
ARTICLE IV MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is: appointed by members.

ARTICLE V INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are:

Jody V. Crowley, 283 Washington Avenue, Albany, NY 12206


Signature/Incorporator

7/16/99
Date

(An additional article must be added if an effective date is requested.)

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That SEHORN'S CORNER FOUNDATION, INC., a corporation desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at 5001 PILGRIMS PATHWAY # B TAMPA FL 33611, County of Hillsborough, State of Florida, has named Jason Sehorn at that address as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above named corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

DATED: 7/13/99

SIGN HERE



[Handwritten signature]

Agent

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