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August 26, 1999

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EXECUTIVE DIRECTOR:
J. ANDREW KELLER, III, C.P.A.

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

RE: Facing It Together, Inc.


Dear Division of Corporations:

I have enclosed for filing the Articles of Incorporation for Facing it Together, Inc.. Please file the Articles and provide a certified copy. Our messenger will pick up the certified copy tomorrow afternoon.

I have enclosed a check in the amount of \$78.75 for the filing and certification fees.

Please call me if you have any questions. Thank you for your assistance in this matter.

Sincerely,


Alison E. Hurley
Assistant to Mark E. Kaplan

Enclosures

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TALLAHASSEE, FLORIDA

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99 AUG 26 AM 8:45
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

9/8/99

**ARTICLES OF INCORPORATION
OF
FACING IT TOGETHER, INC.**

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation (the "Corporation") under the laws of the State of Florida.

ARTICLE I

Name

The name of the Corporation shall be Facing It Together, Inc.

ARTICLE II

Principal Office

The Corporation's principal office shall be located at 1729 East Commercial Boulevard, Ft. Lauderdale, Florida 33334. Its mailing address shall be the same.

ARTICLE III

Purposes

The Corporation is organized exclusively for charitable, educational, and scientific purposes, including:

- a) Fostering the establishment of a Center and a Public Charity to promote the general welfare of the facially disfigured.
- b) Promoting the physical, mental and spiritual welfare and happiness of the facially disfigured, through any and all means and methods, including without limitation, all types of charitable, scientific, literary and educational activities aiding or benefitting them directly or indirectly; voluntarily assisting in the establishment, development, equipment or maintenance of hospitals, clinics, laboratories or other facilities for their care; and participating in any activities toward the control of facial disfigurement, except the actual treatment of patients or the actual operation of hospitals, clinics, laboratories or other facilities for such treatment.
- c) Promoting research and collecting, collating and circulating information valuable to all persons concerned in the care, rehabilitation and education of the facially disfigured.
- d) Promoting and aiding the training of competent personnel for such care, rehabilitation and education through fellowships and scholarships.

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TALLAHASSEE, FLORIDA

- e) Fostering a normal outlook for and promoting employment of persons of facial disfigurement, and providing scholarships and endowments for their care, rehabilitation and education.
- f) Receiving, soliciting, collecting and maintaining and administer funds, monies, securities and other property, real and personal obtained by voluntary contribution, gift legacy, bequest and all other forms of donation and using, expending and applying the income and principal thereof for the foregoing purposes; investing and reinvesting all monies and other property of the Corporation to the extent permitted by law, in mortgages, bonds, debentures, shares of preferred stock and common stock and other securities, and converting real property to the extent permitted by law; and using, expending and applying the income and principal thereof for the purposes set forth herein.
- g) Carrying out the purposes stated above solely for beneficent purposes and entirely without pecuniary gain, benefit or profit to the Corporation or its members, officers or directors, except reasonable compensation for services rendered to it in effecting one or more of its purposes.
- h) The Corporation shall have all the powers and be subject to all the restrictions which pertain by law to membership corporations so far as the same are applicable thereto.

ARTICLE IV **Net Earnings and Political Involvement**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, officers, directors or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered in furtherance of the purposes set forth in Article III above. No substantial part of the activities of the Corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not substantially engage in any activities or exercise any powers that do not further its purposes.

ARTICLE V **Dissolution**

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI
Manner of Election of Directors

The manner in which the Directors are elected shall be stated in the Bylaws.

ARTICLE VII
Board of Directors

The business of the Corporation shall be managed by a Board of Directors. The Board shall initially have five (5) seats. The size of the Board may be altered as provided in the Bylaws.

ARTICLE VIII
Initial Directors

The initial Directors of the Corporation shall be:

Aurthur Greene

Susan Latvella

Dara Lowrey

Regan Rancourt

Eric Stelnicki

ARTICLE IV
Term of Corporate Existence

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE X
Address of Registered Office and Registered Agent

The address of the initial registered office of the Corporation in the State of Florida shall be 106 East College Avenue, Suite 1200, Tallahassee, Florida 32301. The name of the initial

registered agent of the Corporation at the above address is Mark E. Kaplan. The Board of Directors may from time to time change the registered office to any other address in the State of Florida and change the registered agent.

ARTICLE XI
Incorporator

The name and street address of the Incorporator of this Corporation are as follows:

Mark E. Kaplan
106 East College Avenue
Suite 1200
Tallahassee, FL 32301

ARTICLE XII
Indemnification of Directors and Officers

The Corporation may indemnify, and may insure, its directors and officers to the fullest extent permitted by applicable Florida law.

ARTICLE XIII
Amendment

These Articles of Incorporation may be amended only by an affirmative vote of a majority of the Board of Directors of the Corporation, unless the vote of a larger majority is required by applicable law.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation has hereunto set his hand and seal this 26th day of August, 1999.

Mark E. Kaplan
Mark E. Kaplan

STATE OF Florida
COUNTY OF Leon

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Mark E. Kaplan, for the purpose of lawfully executing these Articles of Incorporation, who is personally known to me or who has produced a driver's license as identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 26th day of August, 1999.

Connie A. Stehling
Notary Public
My commission expires:



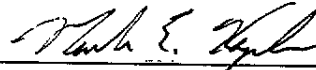
Connie A. Stehling
MY COMMISSION # CC751531 EXPIRES
June 15, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

FACING IT TOGETHER, INC.

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes Sections 48.091 and 617.0501, the following is submitted:

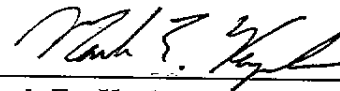
Facing It Together, Inc., desiring to organize as a corporation under the laws of the State of Florida, has designated 106 East College Avenue, Suite 1200, Tallahassee, Florida 32301, as its initial Registered Office and has named Mark E. Kaplan, located at that address as its initial Registered Agent.



Mark E. Kaplan
Incorporator

ACCEPTANCE OF REGISTERED AGENT

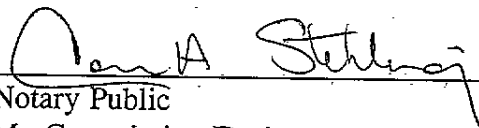
Having been named to accept service of process for Facing It Together, Inc., at the place designated in its Articles of Incorporation, the undersigned, Mark E. Kaplan, agrees to act in this capacity, agrees to comply with the provisions of Section 48.091 of the Florida Statutes relative to keeping open such office, and is familiar with, and accepts the obligations provided for in, Section 617.0503, Florida Statutes.



Mark E. Kaplan

STATE OF Florida
COUNTY OF Leon

The foregoing Acceptance of Registered Agent for Facing It Together, Inc. was acknowledged before me this 26th day of August, 1999, by Mark E. Kaplan, who is personally known to me or who has produced a driver's license as identification and who did not take an oath.



Notary Public
My Commission Expires:



Connie A. Stehling
MY COMMISSION # CC751531 EXPIRES
June 15, 2002
BONDED THRU TROY FAIR INSURANCE, INC.