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FROM: ROBERT N. ALLEN, JR., P.A. ACCT#: 073324000622
CONTACT: RICK BAJANDAS
PHONE: (305) 372-3300 FAX #: (305) 379-7018
NAME: KEY BISCAYNE TECHNOLOGY TRUST FOUNDATION, IN
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**ARTICLES OF INCORPORATION
OF**

KEY BISCAVNE TECHNOLOGY TRUST FOUNDATION, INC.

I, the undersigned, for the purpose of forming a non-profit corporation under the Florida Not-For-Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is Key Biscayne Technology Trust Foundation, Inc. (the "Corporation").

ARTICLE II

The street address of the initial principle office, and its mailing address shall be:

**601 Brickell Key Drive
Suite 805
Miami, Florida 33131**

ARTICLE III

The Corporation is a non-profit corporation and shall have all of the powers, duties, authorizations and responsibilities as provided in the Florida Not For Profit Corporation Act as may be necessary or appropriate to fulfilling the purposes for which the Corporation is organized. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall neither have nor exercise any power, nor shall it carry on any other activities not permitted to be carried on (a) by a corporation that is exempt from federal income tax under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended from time to time, or the corresponding provisions of any future United States Internal Revenue Law

Preparer:

**Ricardo Bajandas
Allen & Galego** (see fictitious name filing for registered agent)
Attorneys at Law
601 Brickell Key Drive, Suite 805
Miami, Florida 33131
Ph. (305) 372-3300
FL BAR NO. 0987750**

Fax Audit Number H96000016217

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(hereinafter referred to as the "Code"), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

The Corporation is organized exclusively for charitable, religious, educational, literary and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

The Corporation shall not carry on or engage in, otherwise than as an insubstantial part of its activities, activities which in themselves are not in furtherance of its exempt purposes.

ARTICLE IV

The Corporation shall be governed by a board of directors (the "Board"). The Board shall be elected and serve in accordance with the terms of the by-laws of the Corporation. The Board shall consist of no fewer than three (3) members or, if larger, the number of members required by law.

ARTICLE V

The street address of the Corporation's initial registered office is *601 Brickell Key Drive, Suite 805, Miami, Florida 33131*. The name of the initial registered agent at such office is the law office of *Allen & Galego*.

ARTICLE VI

The name and address of the incorporator of the Corporation is *Robert N. Allen, Jr., Esq., 601 Brickell Key Drive, Suite 805, Miami, Florida 33131*.

ARTICLE VII

The Corporation shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another Corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit,

Fax Audit Number H96000016217

Fax Audit Number H26000016217

or proceeding by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the Corporation, or any person who is or was serving at the request of the Corporation as a director or officer of another corporation, no employee or agent of the Corporation may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of the 18 day of November, 1996.



Ricardo Bajanklas, Esq.
Incorporator

Fax Audit Number H96000016217

Fax Audit Number H96000016217ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for Key Biscayne Technology Trust Foundation, Inc.: (i) I agree to act in this capacity; (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 617.0513 of the Florida Not For Profit Corporation Act.

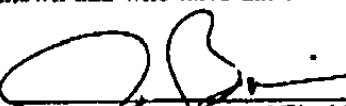
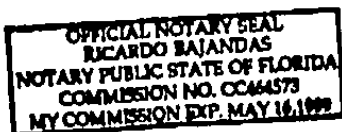
Dated as of the 18th day of November, 1996.

Allen & Galego

BY:


Robert N. Allen, Jr., Esq.
President

The foregoing instrument was acknowledged before me on this 18th day of NOVEMBER, 1996
by Robert N. Allen, Jr. to me personally known and who have taken the oath.


Notary Public, State of FloridaRICARDO BAJANDAS

(Print Name)

My Commission Expires: 5-16-99Executed on the 18th day of November, 1996.Fax Audit Number H96000016217FILED
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