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LAW OFFICES

DAVID A. SILK

200 EAST PALMETTO PARK ROAD, SUITE 101
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October 25, 1996

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
10-29-96

Dear Sir,

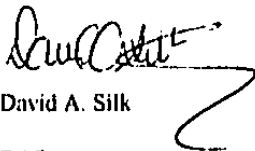
Enclosed please find the original and one copy of the Articles of Incorporation for Universal Charities Foundation, Inc. (which includes a designation of and acceptance of registered agent), along with a check in the amount of \$122.50. Please file the original and return a certified copy to:

David A. Silk
Attorney at Law
200 East Palmetto Park Road
Suite 101
Boca Raton, FL 33432

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If you have any questions, please let me know. Thank you for your attention to this matter.

Sincerely,



David A. Silk

DAS: mco
Enc: 3
cc: Harvey Levine

FILED
96 OCT 28 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER OCT 30 1996

EFFECTIVE DATE
10-29-96

**ARTICLES OF INCORPORATION
OF**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

UNIVERSAL CHARITIES FOUNDATION, INC.

In compliance with the requirements of F S Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is Universal Charities Foundation, Inc.

ARTICLE II

The existence of the corporation shall begin on October 29, 1996.

ARTICLE III

The street address of the principal office of the Corporation is 12004 Myrtle Oak Court, Palm Beach Gardens, Florida 33410.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is one hundred (100), all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 12004 Myrtle Oak Court, Palm Beach Gardens, Florida 33410. The initial registered agent for the Corporation at that address is Harvey Levine.

ARTICLE VI

The initial board of directors shall consist of one (1) member. The name and address of the person who will serve on the initial board of directors is:

Name	Address
Harvey Levine	12004 Myrtle Oak Court, Palm Beach Gardens, Florida 33410

ARTICLE VII

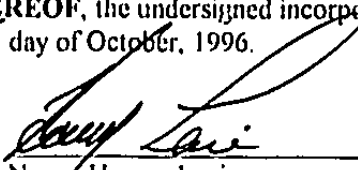
The name and street address of the person signing these articles of incorporation is:

Name	Address
Harvey Levine	12004 Myrtle Oak Court, Palm Beach Gardens, Florida 33410

ARTICLE VIII

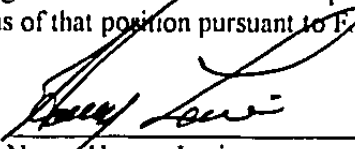
The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 25 day of October, 1996.


Name: Harvey Levine

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for UNIVERSAL CHARITIES FOUNDATION, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Name: Harvey Levine

Date: October 25, 1996

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