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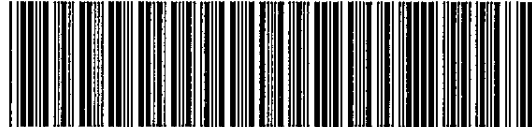
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WRITER'S DIRECT FACSIMILE

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WRITER'S DIRECT E-MAIL ADDRESS

NLipshitz@paulweiss.com

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TONG YU

*NOT ADMITTED TO NEW YORK BAR.

August 19, 2005

Certified Mail/Return Receipt

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Arison Arts Foundation

Dear Sir or Madam:

Please find enclosed the following documents with respect to the Arison Arts Foundation:

1. Transmittal Letter.
2. Original and Copy of Affidavit to File or Qualify with attached Declaration of Trust.
3. Check in the amount of \$358.75 representing the filing fee and fee for a certified copy of proof of filing.

If you have any questions, please contact the undersigned. Thank you for your attention to this matter.

Sincerely,

Nancy Lipshitz
Nancy Lipshitz
Trust Administrator

Enclosures

RECEIVED
05 AUG 24 AM 10:00
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: Arison Arts Foundation

Enclosed is an original and one (1) copy of the Declaration of Trust and a check for:

FEES:

Declaration of Trust	\$350.00
----------------------	----------

OPTIONAL:

Certified Copy	\$ 8.75
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FROM: James M. Dubin, Trustee

Name (Printed or typed)

c/o Paul, Weiss et al, 1285 Avenue of the Americas

Address

New York, N.Y. 10019-6064

City, State & Zip

212-373-3026

Daytime Telephone number

**AFFIDAVIT TO THE FLORIDA SECRETARY OF STATE
TO FILE OR QUALIFY**

Arison Arts Foundation

A Charitable TRUST

In accordance with Section 609.02 of the Florida Statutes, pertaining to
Common Law Declarations of Trust, the undersigned, the Chairman of the
Board of Trustees of Arison Arts Foundation, a

New York (Name of Trust)
(State) Trust hereby affirms in order to file or qualify

Arison Arts Foundation, in the State of Florida.
(Name of Trust)

1. Two or more persons are named in the Trust.
2. The principal address is c/o Paul, Weiss, Rifkind, Wharton & Garrison LLP,
1285 Avenue of the Americas, New York, N.Y. 10019-6064
3. The registered agent and street address in the State of Florida is:
AFO, LLC, 1441 Brickell Avenue, Suite 1100, Miami, FL 33131

4. Acceptance by the registered agent: Having been named as registered
agent to accept service of process for the above named Declaration of Trust
at the place designated in this affidavit, I hereby accept the appointment as
registered agent and agree to act in this capacity.

AFO, LLC

By: [Signature]

President

(Signature of Registered Agent)

5. I certify that the attached is a true and correct copy of the Declaration of
Trust under which the association proposes to conduct its business in
Florida.

[Signature]
NOTARY

[Signature]
Name: James M. Dubin
Chairman of the Board of Trustees

NANCY LIPSHITZ
Notary Public, State Of New York
No. 01LI6028710

Filing Fee: \$350.00

Qualified In Kings County, Certified Copy: \$ 8.75 (optional)

Commission Expires August 2, 2024
CRZE063(3/08)

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TALLAHASSEE, FLORIDA

RESTATEMENT
of
ARISON ARTS FOUNDATION
by
James M. Dubin, as Trustee

Dated: July 6, 2005

ARISON ARTS FOUNDATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, under the provisions of Article NINTH of that certain trust agreement dated April 6, 2005, by which the Arison Arts Foundation was established (the "Trust Agreement"), a majority of the trustees may, by acknowledged, written instrument, amend the Trust Agreement;

WHEREAS James M. Dubin is the sole trustee under the Trust Agreement; and

WHEREAS the Trustee desires to amend the Trust Agreement in full by restating it.

NOW, THEREFORE, exercising the authority granted to him under Article NINTH of the Trust Agreement, the Trustee hereby amends the Trust Agreement by restating it in its entirety as follows:

The Trustee shall hold in trust and shall administer, use and dispose of contributions made to the Trust exclusively for the uses and purposes, and subject to the provisions, set forth herein.

FIRST: The name of the Trust shall be the Arison Arts Foundation (the "Foundation").

SECOND: The Trust is created exclusively for charitable purposes, with a primary emphasis on the arts. The interests vested in and the income of the Trust shall be utilized to provide funds to such one or more organizations exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time

(hereinafter the "Code"), as the Trustee, in his discretion, shall from time to time select and determine.

THIRD: The Trust shall be managed in a manner consistent with Section 501(c)(3) of the Code. No part of the net earnings of the Trust shall inure to the benefit of, or be distributable to, the Trustee or to other private persons. Furthermore, no substantial part of the activities of the Trust shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Trust shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

FOURTH: Any other provisions of the Trust notwithstanding, the Trustee shall distribute Trust income and, to the extent insufficient, principal for each taxable year at such time and in such manner as not to subject the Trust to the tax on undistributed income imposed by Section 4942 of the Code.

FIFTH: Any other provisions of the Trust notwithstanding, the Trustee shall not (1) engage in any act of self-dealing as defined in Section 4941(d) of the Code; (2) retain any excess business holdings as defined in Section 4943(c) of the Code that would subject the Trust to tax under Section 4943 of the Code; (3) make any investments (or retain any investments) that would subject the Trust to tax under Section 4944 of the Code; or (4) make any taxable expenditures as defined in Section 4945(d) of the Code.

SIXTH: (A) Except as limited by Articles SECOND, THIRD, FOURTH and FIFTH above, the Trustee shall have all the usual powers conferred by law upon trustees in every jurisdiction in which the Trustee may act, including, without limitation, the power to:

1. Employ any investment counsel, give discretionary trading authority to such counsel without liability for investment losses resulting from the investment decisions made by such counsel, custodians, brokers, agents, accountants and attorneys that they may select (whether or not any Trustee is, or is interested in, such investment counsel, custodian, broker, agent, accountant or attorney), and pay the fees and charges thereof out of income or principal or partly from each; and any Trustee, or a partnership or corporation in which any Trustee may be interested or by which any Trustee may be employed, may be retained in any such capacity and, in such event, any reasonable fees and charges that may be payable to such Trustee, or to any such partnership or corporation, shall be in addition to commissions or compensation otherwise allowable to such Trustee. To the extent permitted by law, no Trustee shall be liable for any loss or damage to the trust arising out of or resulting from any act or omission to act on the part of the Trustee taken or based upon the opinion or recommendation of, or arising out of or resulting from the act or omission to act of, any such investment counsel, custodian, broker, agent, accountant or attorney employed by the Trustee in good faith.

2. Designate himself or any other individual or bank or trust company (i) to execute and deliver on behalf of the Trust any and all papers required to effect the sale, transfer or delivery of any asset of the Trust, or the purchase or other acquisition of assets by the Trust, (ii) to sign, alone, checks, drafts or other orders for the payment or withdrawal of funds, securities or other assets from any bank, brokerage, custody or other account for the Trust, and (iii) otherwise to effectuate any decision that the Trustee may make with respect to the Trust and the assets thereof. Any such

designation shall be made in writing, signed by a majority of the Trustees acting at the time thereof, and may be revoked or changed at any time. No person or corporation acting in reliance on any such designation shall be charged with notice of any revocation or change of such designation unless he, she or it shall have received actual notice thereof.

(B) Any Trustee in office hereunder is authorized and empowered to appoint one or more individuals as officers of the Foundation, each to exercise such powers and duties as may be designated by the Trustee from time to time. Any Trustee in office hereunder shall have the power at any time to remove any such officer and to appoint any successor officer.

SEVENTH: (A) James M. Dubin shall have the power, at any time, to remove any Trustee by acknowledged written instrument mailed or delivered to such Trustee. If James M. Dubin is not living or is unable to exercise such power, Eric Goodison shall have such power. From and after the date of receipt by such Trustee of such instrument of removal, such Trustee shall have no power or authority to act.

(B) The Trustees qualified and acting from time to time hereunder, including any co-Trustee and/or successor Trustee designated herein, acting unanimously if more than one Trustee is then acting, are authorized and empowered to designate one or more individuals as a co-Trustee or Trustees hereof.

(C) If James M. Dubin, or any successor Trustee, ceases to act as Trustee hereunder, such individual shall become a Trustee in the place of such Trustee as is or was designated (i) by James M. Dubin, or, if he is not living or unable to make such

designation, (ii) by Eric Goodison, or, if he is not living or is unable to make such designation, (iii) by the Trustee ceasing to act.

(D) Any designation under Paragraph (B) or Paragraph (C) above shall be made by a signed instrument mailed or delivered to the Trustee designated therein. At any time before any such designation becomes effective, it may be revoked in a similar manner by the individual who made it. Any designation hereunder shall become effective at the time specified in the instrument of designation but not before the delivery of an instrument of qualification pursuant to Paragraph (E) hereof.

(E) Each successor and/or co-Trustee designated as provided herein shall qualify by written instrument, consenting to act, which shall be signed and acknowledged and delivered to any other Trustee or to the individual who designated him or her.

(F) No Trustee shall be required to furnish any bond or surety. Except as otherwise required by law, no Trustee shall be liable for the acts or omissions of any other Trustee, any predecessor, or any person retained or hired by the Trustees, if selected with reasonable care.

(G) Each Trustee hereunder shall receive compensation for services rendered as set forth in the instrument appointing such individual as Trustee. All Trustees hereunder shall receive reimbursement for reasonable expenditures incurred in connection with the administration of the Trust.

(H) Any Trustee may resign by mailing or delivering a signed instrument of resignation to any other Trustee then acting, or, if no other Trustee is then acting, to James M. Dubin, or if he is not then living, to Eric Goodison.

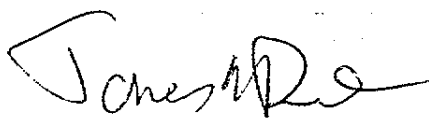
EIGHTH: The Grantor authorizes and empowers, but does not direct, the Trustee to form a corporation, to be known as the Arison Arts Foundation, Inc., or such other name as the then acting Trustee determines, to carry out the purposes and exercise the powers provided by this Agreement. Upon the organization of such corporation, the Trustee is authorized and empowered to transfer to the corporation all property and income held by the Trust. Any such corporation shall be organized and operated in a manner consistent with Section 501(c)(3) of the Code.

NINTH: This Agreement may be amended at any time by a written document signed and acknowledged by a majority of the Trustee then serving, provided, however, that no amendment shall be inconsistent with Section 501(c)(3) of the Code.

TENTH: The Trust shall be dissolved (other than pursuant to the provisions of Article EIGHTH) at such time as the Trustee determines, in his sole discretion, that the purposes of the Trust have been served. Upon dissolution, and after payment of any provision for liabilities and claims of the Trust, the Trustee shall convey any remaining assets and income to such organization or organizations exempt from tax under Section 501(c)(3) of the Code, and, if to more than one, in such equal or unequal amounts or proportions, as the Trustee, in his discretion, shall select and determine.

ELEVENTH: This Agreement and the Trust hereby created shall be construed, regulated and administered under the laws of the state of New York or as otherwise determined by the Trustee.

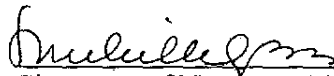
IN WITNESS WHEREOF, the Trustee has executed this instrument as of this 6 day of July, 2005.

A handwritten signature in black ink, appearing to read "James M. Dubin", written over a horizontal line.

JAMES M. DUBIN, Trustee

STATE OF NEW YORK }
 : ss.:
COUNTY OF NEW YORK }

On the 6 day of July in the year 2005 before me, the undersigned, a Notary Public in and for said state, personally appeared JAMES M. DUBIN, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.



Signature of Notary Public

MICHELLE A. BOSS
NOTARY PUBLIC, State of New York
No. 02BO6002762
Qualified in New York County
Commission Expires Feb. 17, 2008

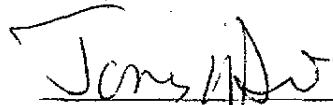
ARISON ARTS FOUNDATION

Appointment of Co-Trustee

Pursuant to Paragraph (B) of Article SEVENTH of Trust Agreement dated April 6, 2005, which created the Arison Arts Foundation (the "Trust"), the Trustee is authorized to designate a co-Trustee by a signed instrument delivered to the Trustee designated therein.

The undersigned, James M. Dubin, as Trustee of the Trust, wishes to and does hereby designate John J. O'Neil as a co-Trustee of the Trust effective as of the date hereof.

Dated: July 7, 2005



James M. Dubin, as Trustee

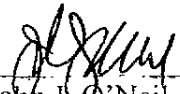
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TALLAHASSEE, FLORIDA

ARISON ARTS FOUNDATION

Consent to Act as Co-Trustee

The undersigned, John J. O'Neil, does hereby consent to act as a co-Trustee of the
Arison Arts Foundation.

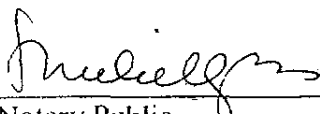
Dated: July 8, 2005



John J. O'Neil, as Trustee

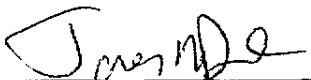
STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On the 8 day of July in the year 2005 before me, the
undersigned, a Notary Public in and for said state, personally appeared John J. O'Neil, personally
known to me or proved to me on the basis of satisfactory evidence to be the individual whose
name is subscribed to the within instrument and acknowledged to me that he executed the same
in his capacity, and that by his signature on the instrument, the individual or the person upon
behalf of which the individual acted, executed the instrument.



Notary Public

Receipt Acknowledged:



James M. Dubin, as Trustee
Dated:

MICHELLE A. BOSS
NOTARY PUBLIC, State of New York
No. 02806002762
Qualified in New York County
Commission Expires Feb. 17, 2006

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