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FLORIDA NON-PROFIT CORPORATION

Waldman Foundation, Inc.

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| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 05 |
| Estimated Charge | \$78.75 |

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**ARTICLES OF INCORPORATION
OF
WALDMAN
FOUNDATION, INC.**

A FLORIDA NOT FOR PROFIT CORPORATION

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TALLAHASSEE, FLORIDA

FIRST: The name of the corporation is "WALDMAN FOUNDATION, INC."

SECOND: The address of the initial registered office of the corporation and the principal place of business and mailing address in the State of Florida is 7162 Nob Hill Road, Tamarac, Florida 33321, and the name of the initial registered agent of the Corporation at that address is Barrett S. Lazarus, Esq.

THIRD: (a) The proposed corporation is formed under the Florida Not For Profit Corporation Act, as amended, and shall be organized and operated exclusively for the purpose of supporting and carrying on activities of a charitable, religious, scientific, educational or literary nature within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Service law (hereinafter referred to as the "Code").

(b) Notwithstanding any provision of these Articles, the corporation shall not support or engage in any program or activity not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

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FOURTH: In furtherance of the purposes set forth in Article THIRD above, the corporation shall have all of the powers created by law, including, but not limited to, the power to accept gifts, grants, devises, bequests of funds, or any other property from any public or governmental bodies and any private persons who shall include, but not be limited to, private and public foundations, corporations and individuals.

FIFTH: So long as this corporation shall be determined to be a "private foundation" within the meaning of Section 509 of the Code, it shall be required to distribute its income or other assets at such time and in such manner as the corporation will not be subject to the tax under Section 4942 of the Code; and further the corporation shall be prohibited from engaging in any act of self-dealing (as defined in Section 4941(b) of the Code), from retaining any excess business holdings (as defined in Section 4943(c) of the Code), from making any investments in such manner as to subject the corporation to tax under Section 4944 of the Code, and from making any taxable expenditures (as defined in Section 4945(d) of the Code).

SIXTH: The corporation does not contemplate pecuniary gain or profit, incidental or otherwise, and no part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

SEVENTH: The corporation shall have perpetual existence.

EIGHTH: The corporation shall be organized upon a non-stock basis.

NINTH: The corporation shall not have any members.

TENTH: The name and address of the incorporator is as follows:

Brett D. Marley, Esq.
Holland & Knight LLP
One East Broward Boulevard, Suite 1300
Fort Lauderdale, Florida 33301

ELEVENTH: No substantial part of the activities of the corporation shall be the carrying on of propaganãa, or otherwise attempting to influence legislation (except as may be permitted under Section 501(h) of the Code), and the corporation shall not participate in, or intervene in, directly or indirectly (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

TWELFTH: Should there be a dissolution of the corporation, the directors shall, after paying or making provision for the payment, out of the funds of the corporation of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

THIRTEENTH: The corporation shall initially have three (3) directors to hold office until their successors have been duly elected and qualified, or until their earlier resignation, removal from office or death. The manner of election shall be in accordance with the bylaws. The number of directors may be either

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increased or decreased from time to time in accordance with the bylaws of the corporation, but at no time shall there be less than three (3) directors. The names and addresses of the initial directors of the corporation are:

Barrett S. Lazarus
7162 Nob Hill Road
Tamarac, Florida 33321

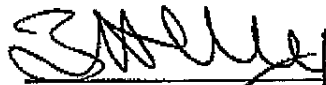
Minnie Waldman
7902 Trent Drive
Tamarac, Florida 33321

Marla Horn Lazarus
7162 Nob Hill Road
Tamarac, Florida 33321

FOURTEENTH: The bylaws of this corporation may be adopted, altered or rescinded by a majority vote of the Directors. The bylaws may contain provisions for the regulation and management of the affairs of the corporation not inconsistent with the law or the Articles of Incorporation.

FIFTEENTH: These Articles of Incorporation may be amended only by majority vote of the Directors.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 15 day of September, 2000.



Brett D. Marley, Esq.

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

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00 SEP 15 AM 8:41
TAMARAC, FLORIDA

IN COMPLIANCE WITH SECTIONS 48.091 AND 617.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:


WALDMAN FOUNDATION, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN TAMARAC, FLORIDA, HAS NAMED BARRETT S. LAZARUS, ESQ. LOCATED AT 7162 NOB HILL ROAD, TAMARAC, FLORIDA 33321, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

DATED: September 15, 2000

By: 
BRETT D. MARLEY, Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY. FURTHER, I CERTIFY THAT I AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES, INCLUDING THE DUTIES AND OBLIGATIONS PROVIDED FOR IN SECTION 617.0501, FLORIDA STATUTES, RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

DATED: September 15, 2000

By: 
BARRETT S. LAZARUS, ESQ.