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FLORIDA NON-PROFIT CORPORATION

Whitman Family Foundation, Inc.

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

of

WHITMAN FAMILY FOUNDATION, INC.

(a Florida Not For Profit Corporation)

The undersigned, acting as incorporator, does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes.

ARTICLE I

The name of this corporation shall be WHITMAN FAMILY FOUNDATION, INC.

ARTICLE II

This corporation shall commence its perpetual existence upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE III

The corporation is a not for profit corporation. The corporation is organized exclusively for charitable, religious, educational 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 Internal Revenue Code of 1986, as amended, or the

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This instrument prepared by:

William D. Rohrer, Esq.

Fla. Bar No. 978965

Katz, Barron, Squitiero & Faust, P.A.

2699 S. Bayshore Dr., 7th Floor

Miami, FL 33133

Phone: (305)856-2444

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corresponding section of any future federal tax code.

ARTICLE IV

- A. *No Stockholders.* The corporation is organized upon a nonstock basis.
- B. *Directors as Membership.* The sole class of members of the corporation shall be its directors. The corporation may issue certificates of membership.
- C. *Rights and Liabilities of Members.* The members of the corporation shall have no right, title or interest whatsoever in its income, property or assets, nor shall any portion of such income, property or assets be distributed to any member on the dissolution or winding up of the corporation. Members of the corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation and, except as may be provided by law, shall not be liable to the corporation for dues, assessments, or fees.

ARTICLE V

The street address of the initial registered office of this corporation and its initial registered agent are: 2699 South Bayshore Drive, 7th Floor, Miami, Florida 33133, and the name of the initial registered agent of this corporation at that address is CORPCO, INC.

ARTICLE VI

The corporation shall have, initially, three (3) directors. The number of directors may be changed, from time to time, in accordance with the Bylaws, provided that there shall at all times be at least three (3) directors. The name and address of the initial directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, are:

WILLIAM F. WHITMAN
9700 Collins Avenue
Bal Harbour, FL 33154

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STANLEY F. WHITMAN
9700 Collins Avenue
Bal Harbour, FL 33154

DUDLEY A. WHITMAN
9700 Collins Avenue
Bal Harbour, FL 33154

The method of election of the directors and their term of office shall be in accordance with the Bylaws.

ARTICLE VII

The name and address of the Incorporator is:

WILLIAM F. WHITMAN
9700 Collins Avenue
Bal Harbour, FL 33154

ARTICLE VIII

The address of the corporation is:

WHITMAN FAMILY FOUNDATION, INC.
9700 Collins Avenue
Bal Harbour, FL 33154

ARTICLE IX

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 in Article III hereof. No substantial part of the activities of the corporation shall be 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

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not carry on any other activities not permitted to be carried on by a corporation (a) exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code, or (b) contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

ARTICLE X

A. *Distribution of Income.* The corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

B. *Self-dealing.* The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

C. *Excess Business Holdings.* The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

D. *Investments Jeopardizing Charitable Purpose.* The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

E. *Taxable Expenditures.* The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

ARTICLE XI

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of (or distributed to any one or more organizations

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operated exclusively for charitable purposes and which qualifies as tax exempt under) Section 501(c)(3) of the Internal Revenue of 1986, as amended, or the corresponding section of any future federal tax code.

IN WITNESS WHEREOF, the undersigned, being the original Incorporator of the above-named corporation, for the purpose of forming a corporation not for profit to do business both within and without the State of Florida, under the Florida Not For Profit Corporation Act, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Incorporation this 8th day of August, 2002.


WILLIAM F. WHITMAN

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ACKNOWLEDGMENT

STATE OF FLORIDA }
COUNTY OF MIAMI-DADE } SS

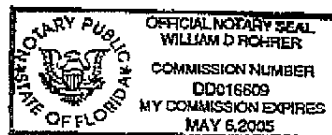
BEFORE ME, the undersigned authority, personally appeared WILLIAM F. WHITMAN, who is personally known to me ~~or has produced~~ _____ as identification and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above this 8th day of August, 2002.


NOTARY PUBLIC, State of Florida

(Typed, Stamped or Printed name of Notary Public)

My Commission Expires:



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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

WHITMAN FAMILY FOUNDATION, INC., desiring to organize as a corporation not for profit under Chapter 617 of the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, at 2699 South Bayshore Drive, 7th Floor, Miami, FL 33133, has named CORPCO, INC. as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named as registered agent and to accept service of process for the above corporation at the place designated in the Articles of Incorporation, we hereby accept this appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation herein above set forth and do hereby further state that we may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article V of these Articles of Incorporation.

IN WITNESS WHEREOF, as said registered agent, we have caused this Statement to be signed on this 8th day of August, 2002.

CORPCO, INC.

By: 
William D. Rohrer, Vice President

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