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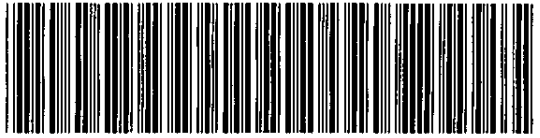
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BLACK, SIMS AND BIRCH, L.L.P.

ATTORNEYS & COUNSELORS AT LAW

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DAVID L. BLACK
(1900-1974)

G. LARRY SIMS
DONALD M. BIRCH, JR.

October 31, 2007

Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, Florida 32314

RE: Shapiro Family Foundation, Inc.

Dear Sir or Madam:

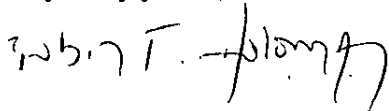
Enclosed please find the following for filing in connection with the above-named corporation:

1. Fully-executed Articles of Incorporation in Compliance with Chapter 617, F.S. (Not-For-Profit) of Shapiro Family Foundation, Inc.
2. Our firm's check payable to Florida Department of State in the amount of \$78.75 representing \$35 filing fees; \$35 Registered Agent Designation; and \$8.75 representing one (1) certified copy fee.

Upon filing the foregoing, please forward the certified copy to our office by due course of mail.

Thanking you for your cooperation and courtesies, I remain,

Very truly yours,



Robin T. Holoman, Assistant to
G. Larry Sims, Esquire

/rth

Enclosure(s) per above

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ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S, (Not-For-Profit)
OF
SHAPIRO FAMILY FOUNDATION, INC.

The undersigned, being eighteen (18) years of age or older, and a citizen of the United States, hereby form a Not-For-Profit Corporation, under the Not-For-Profit Corporation Law of the State of Florida, and to that end, by these Articles of Incorporation, set forth as follows:

ARTICLE I: NAME

The name of the Corporation shall be Shapiro Family Foundation, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be:

c/o Mr. Ronald Shapiro
1773 Mitchell Court
Daytona Beach, Florida 32128

ARTICLE III: PURPOSE

The purposes for which the Corporation is formed are:

1. The Corporation is organized exclusively for charitable, 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, or the corresponding section of any future Federal tax code.
2. More specifically, the Corporation shall receive and administer funds for such charitable, educational and scientific purposes as the Board of Directors deems worthy in the manner to be prescribed by the By-Laws of the Corporation.
3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its 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 these Articles. No substantial part of the activities of the Corporation shall be 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 not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code, or (b) by a corporation contributions to which are deductible under Section 170(c)(2) Internal Revenue Code, or the corresponding section of any future Federal tax code.

4. The following requirements and restrictions shall be applicable to the Corporation:
 - a. The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future Federal tax code.
 - b. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.
 - c. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.
 - d. The Corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future Federal tax code.
 - e. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

ARTICLE IV: MANNER OF ELECTION OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors, the number of members of which shall not be less than three (3), and the total number of which shall be determined by reference to the By-Laws of the Corporation, and shall be appointed in the manner set forth in the By-Laws of the Corporation.

ARTICLE V: INITIAL DIRECTORS

The following shall constitute the initial Directors who shall act until their successors are duly chosen and qualified, and the names of the persons who are to serve as the initial Directors are

as follows:

Ronald Shapiro
1773 Mitchell Court
Daytona Beach, Florida 32128

Lewis Shapiro
10 City Place
White Plains, New York 10601

Alan Shapiro
40 Annandale Drive
Chappaqua, New York 10514

ARTICLE VI: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the registered agent is:

Ronald Shapiro
1773 Mitchell Court
Daytona Beach, Florida 32128

ARTICLE VII: THE NAME AND ADDRESS OF THE INCORPORATOR

The name and address of the Incorporator is:

Ronald Shapiro
1773 Mitchell Court
Daytona Beach, Florida 32128

ARTICLE VIII: NON MEMBERSHIP CORPORATION

The Corporation shall have no members.

ARTICLE IX: DISPOSITION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code, or shall be distributed to the Federal government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or

organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned subscribed his name this 30th day of October, 2007.

Ronald Shapiro
RONALD SHAPIRO, Incorporator

Having been named as registered agent to accept such service of process for the above-stated Corporation at the place designated in this Article of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Date: 10/30/07

Ronald Shapiro
RONALD SHAPIRO, Registered Agent

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