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97 DEC 11 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Eckert Seaman's
Requestor's Name

200 W. College Ave.
Address

Tallahassee FL 32301
City/State/Zip

Phone # 222-3515

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Michael and Robin Gusky
(Corporation Name) Foundation, Inc. (Document #)

2. _____
(Corporation Name) (Document #)

3. _____ 800002369408--8
(Corporation Name) (Document #) -12/11/97--01046--030
****122.50 ****122.50

4. _____
(Corporation Name) (Document #)

Walk in

Pick up time _____

Certified Copy

Mail out

Will wait

Photocopy

Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

K. Rolfe DEC 11 1997

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
THE MICHAEL AND ROBIN GUSKY FOUNDATION, INC.**

A FLORIDA NOT-FOR-PROFIT CORPORATION

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FIRST: The name of the corporation is "THE MICHAEL AND ROBIN GUSKY 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 Eckert Seamans Cherin & Mellott, LC, Hospitality Square, Third Floor, 200 West College Avenue, Tallahassee, FL 32301 and the name of the initial registered agent of the Corporation at that address is Terrell C. Madigan.

THIRD: (a) The corporation is 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, as amended 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.

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:

*Terrell C. Madigan, Esquire
Eckert Seamans Cherin & Mellott, LC
Hospitality Square, Third Floor
200 West College Avenue
Tallahassee, FL 32301*

ELEVENTH: No substantial part of the activities of the corporation shall be the carrying on of propaganda, 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: Upon dissolution of the Corporation or the winding up of its affairs, the Board of Directors shall, after making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organizations which are described in Section 501(c)(3) of the Code, as the board of directors shall determine. Any 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 to such organizations described in Section 501(c)(3) of the Code.

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 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:

Michael H. Gusky
2699 Boot Lane
Weston, FL 33331

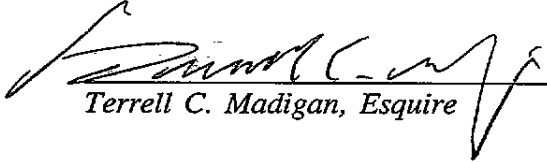
Robin L. Gusky
2699 Boot Lane
Weston, FL 33331

Mark I. Aronson
Eckert Seamans Cherin & Mellott, LC
Barnett Tower, 18th Floor
701 Brickell Avenue
Miami, FL 33131

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 11th day of December, 1997.

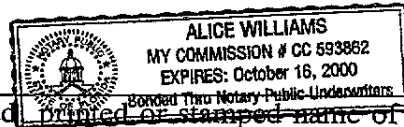

Terrell C. Madigan, Esquire

STATE OF FLORIDA)
) ss:
COUNTY OF LEON)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by TERRELL C. MADIGAN, who is personally known to me or who has produced _____ as identification and who DID/DID NOT take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 11 day of December, 1997.

Alice Williams
Notary Public
State of Florida at Large



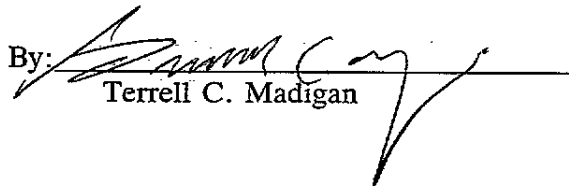
Typed, ~~printed or stamped~~ name of Notary

My Commission Expires:

ACCEPTANCE OF DESIGNATION
AS REGISTERED AGENT

I hereby accept the appointment as the initial registered agent of THE MICHAEL AND
ROBIN GUSKY FOUNDATION, INC., as made in the foregoing Articles of Incorporation.

DATED: December 15th, 1997

By: 
Terrell C. Madigan

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