

199000003461

LAW OFFICES
PACKMAN, NEUWAHL & ROSENBERG

SUITE 125
1500 SAN REMO AVENUE
CORAL GABLES, FLORIDA 33146

SUITE 1
5133 CASTELLO DRIVE
NAPLES, FLORIDA 34103
TELEPHONE (941) 435-4500
TELEFAX (941) 434-0523
E-MAIL: PNRNAPLES@COMPUSERVE.COM

BRUCE BARTON PACKMAN (RETIRED)
MALCOLM H. NEUWAHL
MICHAEL ROSENBERG
DENNIS GINSBURG
ROBERT A. STAMEN
LESLIE A. SHARE
JACK D. FINKELMAN
JOSE L. NUÑEZ
ROBERT F. JACOBOWITZ
SHAWN P. WOLF
NORMA BRENNE VINCENT
JORGE DE LA CRUZ-MUÑOZ

TELEPHONE (305) 665-3311
TELEFAX (305) 665-1244
Sender's e-mail: las@pnrlaw.com

MARK R. STARKMAN
BERNARD WOLFSON
OF COUNSEL

May 27, 1999

PLEASE REPLY TO:
CORAL GABLES OFFICE

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

300002891179--1
-06/01/99--01118--016
*****78.75 *****78.75

RE: Jessie F. and Bernard Wolfson Charitable Foundation, Inc. (the "Company")
Our Client File No. 5553A(a)

To Whom It May Concern:

Enclosed you will find the following with reference to the incorporation of the above referenced Company:

1. Articles of Incorporation for Jessie F. and Bernard Wolfson Charitable Foundation, Inc., a nonprofit corporation.
2. Certificate of Designation of Registered Agent/Registered Office.
3. A check in the amount of \$78.75 for the filing fee and a certified copy.

Your cooperation in this matter is appreciated. Please acknowledge your receipt of this letter and the enclosures by signing the enclosed acknowledgement copy of this letter and returning it in the envelope provided.

Cordially,

PACKMAN, NEUWAHL & ROSENBERG

Robert A. Stamen

ROBERT A. STAMEN

Enclosures
y:\wpdata\delacruz\5553\div.corp.ltr.doc

6/2/99
[Handwritten initials]

FILED
99 JUN -1 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
JESSIE F. AND BERNARD WOLFSON CHARITABLE FOUNDATION, INC.
A NONPROFIT CORPORATION

99 JUN - 1 AM 9:42
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, with other persons being desirous of forming a nonprofit corporation, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I

The name of this corporation is:

JESSIE F. AND BERNARD WOLFSON CHARITABLE FOUNDATION, INC.

The principal place of business of this corporation shall be 1508 San Ignacio Avenue, Suite 200, Coral Gables, Florida, 33146, and the mailing address shall be the same.

ARTICLE II

Said corporation is organized exclusively for charitable, religious, education, literary and scientific purposes 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 Law.

Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future Internal Revenue Code, or to the Federal or a State, or local government for exclusively public purposes.

ARTICLE III

The membership of this corporation shall consist of such persons as from time to time may become members upon a majority vote of the directors.

ARTICLE IV

The name and address of the incorporator of these Articles is:

Bernard Wolfson
1508 San Ignacio Avenue
Suite 200
Coral Gables, FL 33146

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

The business of this corporation shall be managed by the Board of Directors. The corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time by the Bylaws.

The names and addresses of the persons who are to serve as directors for the ensuing year, or until the first annual meeting of the corporation are:

<u>BERNARD WOLFSON</u> Director	1508 San Ignacio Avenue Suite 200 Coral Gables, Florida 33146
------------------------------------	---

<u>JESSIE WOLFSON</u> Director	1508 San Ignacio Avenue Suite 200 Coral Gables, Florida 33146
-----------------------------------	---

<u>MARK STARKMAN</u> Director	1500 San Remo Avenue, Suite 125 Coral Gables, Florida 33146
----------------------------------	--

ARTICLE VII

The street address of the initial registered office of this corporation shall be 1500 San Remo Avenue, Suite 125, Coral Gables, Florida 33146, and the name of the initial registered agent of the corporation at that address is Atrium Registered Agents, Inc.

IN WITNESS WHEREOF, the undersigned subscribing Incorporator, has hereunto set his hand and seal on this 25 day of May, 1999.


BERNARD WOLFSON

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for JESSIE F. AND BERNARD WOLFSON CHARITABLE FOUNDATION, INC., I hereby agree to accept service of process for said Nonprofit Corporation and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

ATRIUM REGISTERED AGENTS, INC.

By: Robert A. Stamen
ROBERT A. STAMEN,
Vice President

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI- DADE)

The foregoing instrument was acknowledged before me this 27th day of May, 1999, by ROBERT A. STAMEN, who is personally known to me.

Nidia B. Gonzalez
Notary Public
NIDIA B. GONZALEZ
Printed Name of Notary Public

OFFICIAL NOTARY SEAL
NIDIA B GONZALEZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC615088
MY COMMISSION EXP. JAN. 22, 2001

Title: Notary Public, State of Florida

FILED
99 JUN -1 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA