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MITCHELL D. SCHEPPS

ADMITTED IN NY AND FL

December 6, 1999

FEDERAL EXPRESS

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399

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Re: Blanche S. Levine Foundation, Inc., a Florida not-for-profit corporation

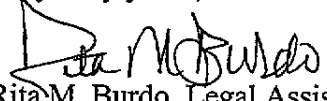
Dear Sir or Madam:

In connection with the formation of Blanche S. Levine Foundation, Inc., a Florida not-for-profit corporation, enclosed please find the following:

1. Articles of Incorporation (original plus one photocopy);
2. Our firm's check in the amount of \$70 made payable to the Florida Secretary of State (\$35 filing fee; \$35 registered agent fee); and
3. A self-addressed stamped envelope in which to return a date-stamped copy of the Articles.

Thank you for your assistance in this matter. If you have any questions or comments, please contact the undersigned.

Very truly yours,


Rita M. Burdo, Legal Assistant
MITCHELL D. SCHEPPS

enclosures

cc: Mrs. Blanche S. Levine (w/enc.)
Ms. Karen McKinley (w/enc.)
Don Dorra, CPA (w/enc.)

Levine-SOS.ltr.wpd

A. Howell DEC 9 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BLANCHE S. LEVINE FOUNDATION, INC.,
a Florida not-for-profit corporation

ARTICLE I - NAME

The name of this corporation shall be BLANCHE S. LEVINE FOUNDATION, INC. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE; REGISTERED OFFICE AND AGENT

The street address of the principal office of the corporation is: c/o BLANCHE S. LEVINE, 300 Ridgeview Drive, Palm Beach, Florida 33480; the registered office of this Corporation is: c/o ROSEN & READE, LLP, 777 South Flagler Drive, Suite 1102, West Palm Beach, Florida 33401; and the name of the Registered Agent of the Corporation at that address is: MITCHELL D. SCHEPPS, ESQ. The Certificate of Designation of Registered Office/Registered Agent attached hereto is incorporated herein and made a part hereof.

ARTICLE III - DURATION

This Corporation shall have a perpetual existence, unless dissolved sooner according to law

ARTICLE IV - PURPOSES

The purposes for which this Corporation is organized are as follows:

1. This Corporation is organized and shall operate exclusively for charitable, educational, religious and scientific purposes; including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under sections 501(c)(3), 2055(a) and 170(c)(2) of the Internal Revenue Code of 1986, as amended (the "Code") (or any corresponding provisions of succeeding law), and this Corporation may engage in only such activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt charitable, educational, religious and scientific purposes. In furtherance of such purposes, it may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other Corporations, organizations and institutions carrying on such activities.

2. As a means and incidental to accomplishing the purposes for which this Corporation is being organized, it shall have the following powers:

(a) to accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated;

(b) to sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law; and

(c) to borrow money and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the Corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation, wherever situated;

(d) to invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift;

(e) to maintain a margin account and conduct business in the margin account in the same fashion in which an individual may conduct business, including but not limited to buying on margin, selling short, buying and selling options, maintaining a special subscription account and dealing in commodities;

(f) to serve as trustee of any property, real or personal, wheresoever situated either within or without the State of Florida; and

(g) in general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the Corporation, subject to such limitations as are or may be prescribed by law.

3. Notwithstanding anything herein to the contrary, this Corporation may exercise any and all, but no other, powers as are in furtherance of the exempt purposes of organizations set forth in Code sections 501(c)(3), 2055(a) and 170(c)(2) (or any corresponding provisions of succeeding law) and the Treasury Regulations thereunder as the same now exist, or as they may be hereafter amended from time to time.

4. No part of the income or principal of this Corporation shall inure to the benefit of or be distributed to any member, director or officer of the Corporation or any other private individual in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Code sections 501(c)(3), 2055(a) and 170(c) (or any corresponding provisions of succeeding law). However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

5. No part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, or of participating in, or intervening in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

6. In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member, director or officer shall be entitled to any distribution or division of the Corporation's property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed, as provided by law, exclusively to an organization or organizations which themselves are exempt as organizations described in Code Sections 501(c)(3), 2055(a) and 170(c) (or any corresponding provisions of succeeding law). Officers and Directors may be reasonably compensated for their services in winding up, liquidating and dissolving this Corporation.

ARTICLE V - BOARD OF DIRECTORS

This Corporation shall have three (3) Directors. The number of Directors may be increased or decreased from time to time by the By-laws, but shall never be less than three (3). The manner in which the Directors shall be elected shall be set forth in the By-laws of this Corporation. The names and addresses of the initial directors of this Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
BLANCHE S. LEVINE	300 Ridgeview Drive Palm Beach, FL 33480
MARGARET ANN TAGLIARINO	105 Fifth Avenue New York, NY 10003
ELIZABETH JANE HOROWITZ	637 Grove Street Carriage House Upper Montclair, NJ 07043

ARTICLE VI - EXEMPT STATUS; PROHIBITED TRANSACTIONS

Reference in this Article to a Code section shall also include any corresponding provisions of succeeding law and the Treasury Regulations thereunder.

1. This Corporation shall not exercise in any manner or for any purpose any power of authority granted herein which may jeopardize the status of this Corporation as an exempt organization under Code Section 501(c)(3).

2. This Corporation, during the period it is a "private foundation" as defined in Code Section 509(a), shall not:

(a) engage in any act of "self-dealing", as defined in Code section 4941(d), which would give rise to any liability for the tax imposed by Code section 4941;

(b) retain any "excess business holdings", as defined in Code section 4943(c), which would give rise to any liability for the tax imposed by Code section 4943;

(c) make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Code section 4944, so as to give rise to any liability for the tax imposed by Code section 4944; and

(d) make any "taxable expenditures", as defined in Code section 4945(d), which would give rise to any liability for the tax imposed by Code section 4945.

3. This Corporation, during the period it is a "private foundation", as defined in Code section 509(a), shall distribute, for the purposes specified in these Articles of Incorporation, for each taxable year, amounts at least sufficient to avoid liability for the tax imposed by Code section 4942.

ARTICLE VII - INCORPORATOR

The name and street address of the Incorporator of this Corporation is as follows:

MITCHELL D. SCHEPPS, ESQ.
777 South Flagler Drive, Ste. 1102W
West Palm Beach, FL 33401

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 6th day of December, 1999.

Mitchell D. Schepps
MITCHELL D. SCHEPPS, ESQ., Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged and sworn to before me this 6th day of December, 1999, by MITCHELL D. SCHEPPS, ESQ. as Incorporator of BLANCHE S. LEVINE FOUNDATION, INC.

[SEAL]



Rita M Burdo
Notary Public
State of Florida at Large

Rita M Burdo
Printed or Typed Name of Notary

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

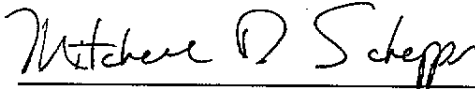
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the Corporation is BLANCHE S. LEVINE FOUNDATION, INC.
2. The name and address of the Registered Agent and Registered office is:

MITCHELL D. SCHEPPS, ESQ.
c/o Rosen & Reade, LLP
777 South Flagler Drive, Ste. 1102W
West Palm Beach, FL 33401

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


MITCHELL D. SCHEPPS, ESQ.

DATE: December 6, 1999