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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-06/11/01--01086--009
*****87.50 *****87.50

SUBJECT: THE HARVEY ADES FAMILY FOUNDATION, INC.

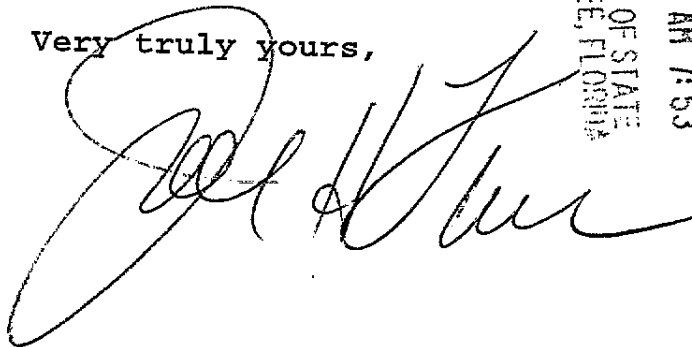
Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$87.50
Filing fee, Certified Copy & Certificate, together
with an additional copy of the Articles of Incorporation.

FROM: JOEL H. FINE, ESQ.
275 MADISON AVENUE
NEW YORK, NEW YORK 10016

212-557-5666

Very truly yours,



FILED
01 JUN 11 AM 7:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6-14-01
10-41-01

ARTICLES OF INCORPORATION

OF

THE HARVEY ADES FAMILY FOUNDATION, INC.

In Compliance with Chapter 617, F.S. (Not For Profit)

FILED
01 JUN 11 AM 7:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME:

The name of the corporation shall be THE HARVEY ADES FAMILY FOUNDATION, INC.

ARTICLE II - PRINCIPAL OFFICE:

The principal place of business and mailing address of the Corporation shall be: 6750 S.W. 141st. Street
Miami, FL 33158

ARTICLE II - PURPOSE:

The purpose for which the Corporation is organized is:

To have in furtherance of its not-for-profit corporate purposes, all of the powers conferred upon corporations organized under the Florida Statute (Not For Profit) subject to any limitations thereof contained in this Certificate of Incorporation or in the laws of the State of Florida.

Notwithstanding any other provision of these articles, the corporation is organized exclusively for one or more of the following purposes: religious, charitable, as specified in section 501(c)(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1954.

No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided by Internal Revenue Code section 501(b), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or 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.

ARTICLE IV - MANNER OF ELECTION:

The manner in which the directors are elected or appointed.
Directors shall be elected by the members of the corporation at each annual meeting.

ARTICLE V - INITIAL DIRECTORS/OFFICERS:

The names and addresses:

Harvey Ades	6750 S.W. 141st. Street Miami, FL 33158
Rebecca Ades	6750 S.W. 141st. Street Miami, FL 33158
Amy Ades	38 Rambling Brook Road Chappaqua, New York 10514

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS:

The name and Florida street address of the registered agent is:

Harvey Ades	6750 S.W. 141st. Street Miami, FL 33158
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ARTICLE VII - INCORPORATOR:

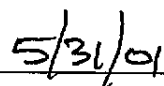
The name and address of the Incorporator is:

Harvey Ades 6750 S.W. 141st Street
Miami, FL 33158


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



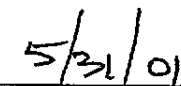
HARVEY ADES, Registered Agent



Date



HARVEY ADES, Incorporator



Date