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DIVISION OF CORPORATIONS

FLORIDA NON-PROFIT CORPORATION

GORDON AND HARRIET GREENFIELD FOUNDATION, INC.

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**ARTICLES OF INCORPORATION OF
GORDON AND HARRIET GREENFIELD FOUNDATION, INC.
A Florida Corporation Not for Profit**

The undersigned incorporator hereby files these Articles of Incorporation to form a non-stock, perpetually existing corporation not for profit pursuant to Chapter 617, Florida Statutes, as amended.

ARTICLE I

Name

The name of the Corporation shall be Gordon and Harriet Greenfield Foundation, Inc. The street address and the mailing address of the Corporation shall be c/o White & Case LLP, 200 South Biscayne Boulevard, Suite 4900, Miami, Florida 33131.

ARTICLE II

Purposes

The Corporation is formed exclusively for one or more of the following objects or purposes: for religious, charitable, scientific, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involves the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or to assist and contribute to the support of any corporation, association, organization, foundation, fund, or trust of any kind organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involves the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, as specified in Section 501(c)(3) of the Code.

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ARTICLE III

Powers

Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its objects and purposes as are now or may hereafter be conferred on not for profit corporations pursuant to Chapter 617, Florida Statutes and other applicable law.

ARTICLE IV

Limitations on Activities

Section 1. The Corporation shall not be conducted or operated for profit, and the foregoing objects, purposes, rights and powers are each and all subject to the limitations that no part of the net earnings of the Corporation shall inure to the benefit of any private individual or Member, that no substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation or participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office, and that no grant, donation, gift, contribution, scholarship, fellowship or loan shall be made to any organization a substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation or participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

Section 2. The foregoing objects, purposes, rights and powers are also subject to the limitations that, if the Corporation is a private foundation, the Corporation shall make distributions at such times, and in such manner as not to subject the Corporation to tax under Section 4942 of the Code, and the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, shall not retain any excess business holdings as defined in

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Section 4943(c) of the Code, shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code and shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

Section 3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code.

ARTICLE V

Dissolution

In the event of the liquidation or dissolution of the Corporation, the Directors of the Corporation shall have the power to dispose of the total assets of the Corporation in such manner as they may by a majority vote determine; provided, however, that such disposition shall be calculated exclusively to carry out the objects and purposes set forth in Article II above, subject to the limitations contained in Article IV above. In the event of dissolution, all of the remaining assets and property of the Corporation shall after necessary expenses thereof be distributed to such organizations as shall qualify under Section 501(c)(3) of the Code as the Directors shall determine.

ARTICLE VI

Incorporator

The name and address of the incorporator of the Corporation is:

Michael E. Kavoukjian
White & Case LLP
200 South Biscayne Boulevard
Suite 4900
Miami, Florida 33131

ARTICLE VII

Nonstock Corporation

The Corporation shall not have or issue shares of stock.

ARTICLE VIII

Membership

The conditions of Membership in the Corporation, and the rights and obligations of its Members, shall be as fixed by, or in the manner provided in, the Bylaws of the Corporation.

ARTICLE IX

Board of Directors

Section 1. The Members shall elect a Board of Directors in whom shall be vested the management of the affairs of the Corporation. The number of Directors which shall constitute the whole Board shall be fixed by, or in the manner provided in, the Bylaws, provided that the number of Directors of the Corporation shall be not less than three. The manner of election of the Directors, their tenure of office and their duties and powers shall, except as otherwise provided in these Articles of Incorporation, be prescribed in the Bylaws, which may also regulate the calling and holding of meetings of the Board.

Section 2. The names and addresses of the persons who are to serve as the initial Directors of the Corporation are:

Gordon K. Greenfield

115 Front Street
No.204
Key West, Florida 33040

Hope Greenfield

15 Palatine Road
Califon, New Jersey 07830

F. Malcolm Graff, Jr.

1120 Park Avenue
New York, New York 10128

ARTICLE X

Indemnification and Liability

The Corporation shall, to the fullest extent permitted by Section 607.0850 of the Florida Statutes, as amended from time to time, indemnify all directors and officers of the corporation and in the discretion of the Board, shall provide indemnification to all other persons whom it may indemnify pursuant thereto. A director of the Corporation shall under no circumstances have any personal liability to the corporation or its members for monetary damages for breach of fiduciary duty as a director except for those specific breaches and acts or omissions with respect to which applicable law expressly provides that this provision shall not eliminate or limit such personal liability of directors and further provided that no indemnification or payment shall be made which would give rise to a tax under Subchapter A of Chapter 42 of the Code.

ARTICLE XI

Registered Office and Agent

Section 1. The street address of the registered office of the Corporation is c/o White & Case LLP, 200 South Biscayne Boulevard, Suite 4900, Miami, Florida 33131.

Section 2. The name of the registered agent of the Corporation located at the address of the registered office is Michael E. Kavoukjian.

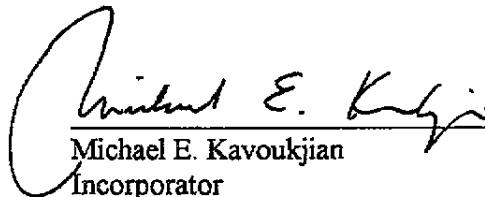
ARTICLE XII

Amendment to Articles of Incorporation

No amendment to these Articles of Incorporation shall be effective unless approved by a majority of all Members.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this

28TH day of SEPTEMBER, 2000.

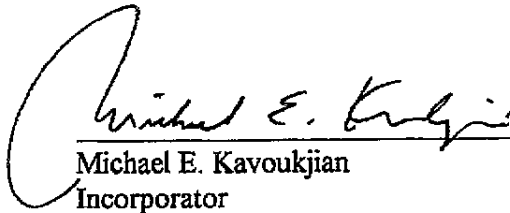

Michael E. Kavoukjian
Incorporator

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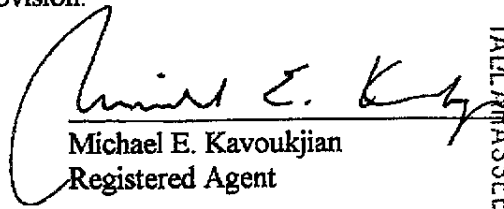
CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE

In compliance with Florida Statutes Sections 48.091 and 617.0501, the following
is submitted:

Gordon and Harriet Greenfield Foundation, Inc., desiring to organize as a
corporation not for profit under the laws of the State of Florida, has designated White & Case
LLP, 200 South Biscayne Boulevard, Suite 4900, Miami, Florida 33131, as its initial Registered
Office and has named Michael E. Kavoukjian located at said address as its initial Registered
Agent.


Michael E. Kavoukjian
Incorporator

Having been named Registered Agent for the above stated corporation, at the
designated Registered Office, the undersigned hereby accepts said appointment, and agrees to
comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said
office. Furthermore, the undersigned understands the requirements of Section 48.091 and
recognizes his duty to comply with such provision.


Michael E. Kavoukjian
Registered Agent

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