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ACCOUNT NO. : 072100000032

REFERENCE : 928023 126932A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 12 PM 12:53

ORDER DATE : December 12, 2000

ORDER TIME : 10:01 AM

ORDER NO. : 928023-005

CUSTOMER NO: 126932A

CUSTOMER: Ms. Barbara L. Wolf
Barbara L. Wolf, P.A.
Suite 307
2425 E. Commercial Boulevard
Ft. Lauderdale, FL 33308

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DOMESTIC FILING

NAME: THE STEPHEN S. RICHTER
FOUNDATION FOR THE
PERPETUATION OF ENVIRONMENTAL

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney - EXT. 1116
EXAMINER'S INITIALS:

2000 DEC 12 12:12:44
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

00 DEC 12 PM 12: 53

FOR

THE STEPHEN S. RICHTER FOUNDATION
FOR THE PERPETUATION OF ENVIRONMENTAL IDEALS, INC.

The undersigned, acting as the incorporator(s) of a corporation pursuant to Chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be:

THE STEPHEN S. RICHTER FOUNDATION
FOR THE PERPETUATION OF ENVIRONMENTAL IDEALS, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this corporation shall be:

516 SW 4th Avenue, Fort Lauderdale, FL 33315.

ARTICLE III - PURPOSE(S)

The specific purpose(s) for which the corporation is organized is (are):

Said corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended and including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

No part of the earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, 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 in Article III hereof.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other 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, or the corresponding section of any future federal tax code, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future tax code.

ARTICLE IV - MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is as follows:

Initial directors shall be appointed by the incorporator and said directors shall hold said position for the periods outlined in the Bylaws of the corporation.

ARTICLE V - LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in Section 617.0302, Florida Statutes, unless limited as follows:

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

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

Attorney Barbara L. Wolf
2425 E. Commercial Blvd., Suite 307
Fort Lauderdale, FL 33308

ARTICLE VII - INCORPORATORS

The name(s) and street address(es) of the incorporator(s) for these Articles of Incorporation is (are):

Stephen Hammer
516 SW 4th Avenue
Fort Lauderdale, FL 33315

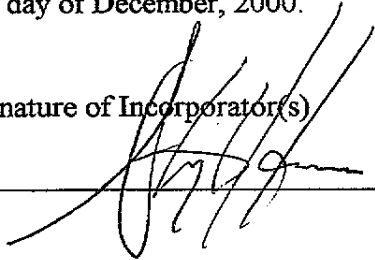
ARTICLE VIII: DISTRIBUTIONS OF ASSETS UPON DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the 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. Any such 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, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

In no event shall any part of the assets be returned to any board member, directly or indirectly.

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 5th day of December, 2000.

Signature of Incorporator(s)

A handwritten signature in black ink, appearing to be 'Stephen Hammer', written over a horizontal line.

Stephen Hammer

Typed name of incorporator signing

BEFORE ME, the undersigned authority, personally appeared STEPHEN HAMMER either ✓ personally known to me or ___ who produced _____ as identification as the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same and subscribed to the same for the purposes therein expressed.

Barbara Wolf
Notary Public, signature



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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501 or 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: THE STEPHEN S. RICHTER FOUNDATION FOR THE PERPETUATION OF ENVIRONMENTAL IDEALS, INC.
- 2) The name and address of the registered agent and office is:

Attorney Barbara L. Wolf
2425 E. Commercial Blvd., Suite 307
Ft. Lauderdale, FL 33308

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 provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature: _____

Barbara Wolf

Date: December 11, 2000