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ACCOUNT NO. : 072100000032

REFERENCE : 938981 80690A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 20, 2000

ORDER TIME : 10:31 AM

ORDER NO. : 938981-005

CUSTOMER NO: 80690A

CUSTOMER: Alison Herman, Esq
Breier And Seif, P.a.

Suite 1125
2800 Ponce De Leon Boulevard
Coral Gables, FL 33134

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-12/20/00--01055--011
*****78.75 *****78.75

DOMESTIC FILING

NAME: POSNICK FAMILY FOUNDATION,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 20 PM 1:22

2000 DEC 20 PM 1:22
DIVISION OF CORPORATIONS
SECRETARY OF STATE
FILED
05/15/01

00 DEC 20 PM 1:22

ARTICLES OF INCORPORATION
OF
POSNICK FAMILY FOUNDATION, INC.
A FLORIDA NONPROFIT CORPORATION

ARTICLE I - NAME

The name of this corporation is:

POSNICK FAMILY FOUNDATION, INC.

**ARTICLE II - LOCATION OF PRINCIPAL OFFICE AND
IDENTIFICATION OF REGISTERED AGENT**

(a) The principal office for the transaction of the business of this corporation and the mailing address is 2800 Ponce De Leon Blvd., Suite 1125, Coral Gables, Florida 33169.

(b) The name and address of this corporation's registered agent is ALISON P. HERMAN, 2800 Ponce De Leon Boulevard, Suite 1125, Coral Gables, Florida 33134 . This shall also be the corporation's registered office.

ARTICLE III - GENERAL AND SPECIFIC PURPOSES

(a) The specific, primary and sole purposes for which this corporation is formed are to operate for charitable purposes, by the distribution of its funds for religious, charitable, scientific, literary and educational purposes.

(b) The general purposes for which this corporation is formed are to operate

exclusively for such educational and charitable purposes as will qualify it as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code. Notwithstanding any other provisions of these Articles, this corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provisions of any future United States Internal Revenue Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE IV - TERM

This corporation shall have a perpetual existence.

ARTICLE V - INCORPORATOR

The name and residence address of the incorporator of this corporation is as follows:

ALISON P. HERMAN, 2800 Ponce De Leon Boulevard, Suite 1125, Coral
Gables, Florida 33134

ARTICLE VI - MANNER DIRECTORS ARE ELECTED

(a) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of directors of the corporation shall be four (4); provided, however, that such number may be changed by a by-law duly adopted by the members.

The directors named herein as the first board of directors shall hold office until his or her successor has been elected or appointed and qualified as set forth in the by-laws of the corporation or with his or her earlier resignation, removal from office or death.

ARTICLE VII

The names and addresses of such first members of the Board of Directors are as follows:

BETSY POSNICK WAKSMAN, 2800 Ponce De Leon Blvd., Suite 1125, Coral Gables, Florida 33134

MICHAEL POSNICK, 2800 Ponce De Leon Blvd., Suite 1125, Coral Gables, Florida 33134

SUSAN POSNICK MELTON, 2800 Ponce De Leon Blvd., Suite 1125, Coral Gables, Florida 33134

NANCY POSNICK, 2800 Ponce De Leon Blvd., Suite 1125, Coral Gables, Florida 33134

ARTICLE VIII - BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporation Not For Profit law of Florida, concerning corporate action that must be authorized

or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new by-laws may be adopted, by a resolution of the Board of Directors, adopted by a majority.

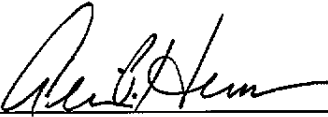
ARTICLE IX – DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

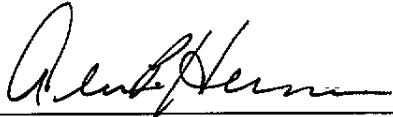
ARTICLE X – AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by the vote of two-thirds (2/3) of a quorum of members of the corporation.

I, the undersigned, being the sole Incorporator of this corporation, and including the person herein named as the incorporator of this corporation, for the purpose of forming this nonprofit charitable corporation under the laws of Florida have executed these Articles of Incorporation on December 19, 2000.


ALISON P. HERMAN, Incorporator

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

By: 
ALISON P. HERMAN, Registered Agent

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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