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ADORNO & ZEDER

A PROFESSIONAL ASSOCIATION

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FILED

00 DEC 18 PM 12:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 13, 2000

FACSIMILE
(305) 858-4777

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

Re: Mel & Fran Harris Family Foundation, Inc.

Dear Sir/Madam:

Enclosed please find an originally executed copy and one photocopy of the Articles of Incorporation for the above-captioned entity along with a check in the amount of \$122.50 made payable to the Florida Secretary of State. Please file the aforementioned document as soon as practicable and provide the undersigned with a certified copy thereafter.

Thank you in advance for your attention to this matter. Please feel free to contact the undersigned directly at (305) 860-7072 if there are any questions or comments.

Sincerely,

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*****122.50 *****78.75

ADORNO & ZEDER, P.A.



Michael G. Gerson

encl.

331160/11243.006

Pr 12/21/00✓

ARTICLES OF INCORPORATION
OF
MEL & FRAN HARRIS FAMILY FOUNDATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(a corporation not-for-profit)

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation not for profit under the laws of the State of Florida.

ARTICLE I

The name of this corporation is Mel & Fran Harris Family Foundation, Inc. (the "Corporation").

ARTICLE II

(1) This Corporation is organized and shall operate exclusively for charitable, religious, educational, literary, scientific and other purposes that are exempt purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). This Corporation may engage in only such activities as are permitted under the laws of the State of Florida and the United States of America and which constitute activities in furtherance of such exempt purposes. In furtherance of such purposes, this Corporation 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 exempt 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; and

(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, wheresoever situated; and

(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; and

(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 (covered or uncovered), maintaining a special subscription account and dealing in commodities; and

(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 in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Code and its Regulations 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 Section 501(c)(3) of the Code. 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 (or in opposition to) any candidate for public office.

(6) The Corporation, during the period it is a "private foundation" as defined in section 509(a) of the Code, will not:

(a) Engage in any act of "self-dealing," as defined in section 4941(d), which would give rise to any liability for the tax imposed by section 4941(a) or any corresponding provision of any future federal tax code;

(b) Retain any "excess business holdings," as defined in section 4943(c), which would give rise to any liability for the tax imposed by section 4943(a) or any corresponding provision of any future federal tax code;

(c) Make any investment in a manner as to subject it to tax under section 4944, so as to give rise to any liability for the tax imposed by section 4944(a) or any corresponding provisions of any future federal tax code.

(d) Make any "taxable expenditures," as defined in section 4945(d), which would give rise to any liability for the tax imposed by section 4945(a) or any corresponding provisions of any future federal tax code.

(7) The Corporation, during the period it is a "private foundation" as defined in section 509 of the Code, shall distribute its income, for the purposes specified in its articles of incorporation, for each taxable year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942(a) or any corresponding provision of any future federal tax code.

(8) In the event of the complete or partial liquidation or dissolution of the Corporation, no member, director or officer shall be entitled to any distribution or division of the Corporation's property or proceeds therefrom, 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, namely exclusively to an organization or organizations which themselves are exempt organizations described in Sections 501(c)(3) and 170(c)(2) of the Code or to the federal, state or local government for exclusively public purposes.

(9) Grants may be made to other qualified organizations within the meaning of Section 4942 of the Internal Revenue Code both within and without the United States provided that to the extent grants are made to foreign organizations within the purpose of the articles of incorporation then

(a) Such grants shall be within the exclusive power of the Board of Directors;

(b) Such grants shall only be made to organizations organized and operated exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code;

(c) The Board of Directors shall review all requests for funds and shall require that the requests specify the use to which such funds shall be put.

(d) The Board of Directors shall require that the grantees furnish a periodic

accounting to show that the funds were expended for the purposes which were approved by the Board of Directors.

(e) The Board of Directors may, in its absolute discretion refuse to make any grants or contributions or otherwise render financial assistance to or for any or all the purposes of which the funds are requested.

(f) After the Board has approved a grant for a specified project or purpose, the corporation may solicit funds for the grant to the specifically approved project or projects; however, at all times the Board retains the absolute right to withdraw approval of the grant and use the funds for other charitable, scientific or educational purposes. The Board shall refuse any contribution of funds earmarked so that they must be granted or distributed to a foreign organization.

ARTICLE III

Qualifications of the members and the manner of their admission shall be prescribed from time to time in the Bylaws of the Corporation. Members shall be natural persons of good character and reputation. The Corporation may have two or more classes of members, including regular voting members, nonvoting members, and honorary members, as well as such other classes of members as may be determined under the Bylaws.

ARTICLE IV

The Corporation shall commence its existence upon the filing of these Articles of Incorporation and is to exist perpetually.

ARTICLE V

The Corporation initially shall have three (3) Directors. The number of Directors may be increased or diminished from time to time in accordance with the Bylaws, but shall never be less

than three (3). The manner and method of electing the Directors shall be in accordance with the Bylaws. The names and post office addresses of the members of the first Board of Directors who shall serve until their successors are elected are:

Mel Harris
10800 Biscayne Boulevard
10th Floor
Miami, Florida 333161

Fran Harris
10800 Biscayne Boulevard
10th Floor
Miami, Florida 333161

Ginger Harris
10800 Biscayne Boulevard
10th Floor
Miami, Florida 33161

ARTICLE VI

The names of the initial officers of the Corporation shall be:

Mel Harris, President
Fran Harris, Secretary and Treasurer

ARTICLE VII

The address of the incorporator is 10800 Biscayne Boulevard, 10th Floor, Miami, Florida
33161

ARTICLE VIII

The street address of the Corporation's initial registered office and the name of the Corporation's initial registered agent at such address is:

Mel Harris
10800 Biscayne Boulevard, 10th Floor
Miami, Florida 33161

ARTICLE IX

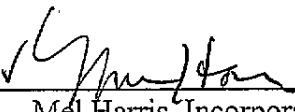
The mailing address of the Corporation is:

Mel & Fran Harris Family Foundation, Inc.
10800 Biscayne Boulevard
10th Floor
Miami, Florida 33161

ARTICLE X

The Bylaws of this corporation may only be made, altered or rescinded by a majority vote of the Board of Directors, unless all of the Directors sign a written statement manifesting their intention that the Bylaws be made, altered or rescinded.

Executed at MIAMI, Florida this 12th day of DECEMBER, 2000.

By: 
Mel Harris, Incorporator

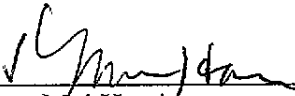
ACCEPTANCE BY REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been appointed the Registered Agent of Mel & Fran Harris Family Foundation, Inc.,
the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 12th day of DECEMBER, 2000.

By: 
Mel Harris

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