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August 7, 2002

Florida Department of State
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Stern Family Foundation, Inc.

400007046314--2
-08/12/02--01029--011
*****78.75 *****78.75


Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation along with a check in the amount of \$78.75.

Please file the enclosed document with the Florida Secretary of State and obtain a certified copy and return the certified copy to my office.

Should you have any questions, please do not hesitate to call.

Sincerely,



Tracie A. Castiglia
Secretary to Martin V. Katz

02 AUG 12 / AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

/tac
Enclosures

98/15

ARTICLES OF INCORPORATION
OF
STERN FAMILY FOUNDATION, INC.

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02 AUG 12 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name of Corporation

The name of this Corporation shall be STERN FAMILY FOUNDATION, INC. (hereinafter the "Corporation"). The principal office and mailing address of the Corporation will be 10631 Stonebridge Blvd., Boca Raton, FL 33498.

ARTICLE II

Purposes

The purposes for which this Corporation are organized are exclusively charitable, scientific, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States Internal Revenue Law.

ARTICLE III

Prohibited Activities

No dividend shall be paid, and no part of the income of this Corporation shall be distributed to its directors, officers or committee members, except that this Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to its directors, officers and committee members and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

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

Notwithstanding any other provision of these Articles, this Corporation shall 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 any other corresponding provisions of any future United States Internal Revenue Law 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 Law.

ARTICLE IV

Membership

This Corporation shall have no members.

ARTICLE V

Corporate Duration

This Corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 10631 Stonebridge Blvd., Boca Raton, FL 33498, and the name of the initial registered agent of this Corporation located at such address is Henry J. Stern.

ARTICLE VII

Board of Directors

This Corporation shall have three (3) Directors initially. The number of Directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than three (3). The names and addresses of the initial Directors of this Corporation, who shall serve until their successors are elected or appointed and have qualified pursuant to the Bylaws of this Corporation, are:

Henry J. Stern	10631 Stonebridge Blvd. Boca Raton, FL 33498
Ellen L. Stern	10631 Stonebridge Blvd. Boca Raton, FL 33498
Elissa J. Stern	10631 Stonebridge Blvd. Boca Raton, FL 33498

ARTICLE VIII

Bylaws

The Bylaws of this Corporation may be made, altered, amended or rescinded at any meeting of the Board of Directors of this Corporation by the affirmative vote of a majority of the Directors present at any such meeting.

ARTICLE IX

Amendment to Articles of Incorporation

These Articles of Incorporation may be amended at any meeting of the Board of Directors of this Corporation by the affirmative vote of a majority of the Directors present at any such meeting.

ARTICLE X

Indemnification

The Corporation shall indemnify to the fullest extent permitted by law, including the advancement of costs and expenses, all current or former officers, directors, employees, and other persons permitted by law to be indemnified.

ARTICLE XI

Dissolution

In the event of dissolution, any residual assets of this Corporation will be distributed for one or more exempt purposes or purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding sections of any future Internal Revenue law of the United States.

ARTICLE XII

Incorporator

The name and address of the incorporator of this Corporation is: Henry J. Stern, 10631 Stonebridge Blvd., Boca Raton, FL 33498

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 3RD day of August, 2002.


HENRY J. STERN

CERTIFICATE DESIGNATING REGISTERED OFFICE

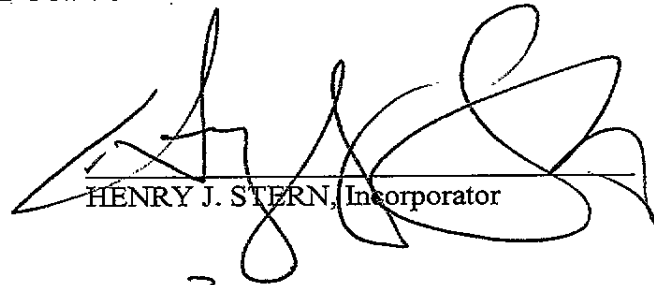
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,

NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
02 AUG 12 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT THE STERN FAMILY FOUNDATION, INC. DESIRING TO ORGANIZE OR
QUALIFY AS A CORPORATION NOT FOR PROFIT UNDER THE LAWS OF THE STATE
OF FLORIDA, WITH ITS INITIAL REGISTERED OFFICES AT 10631 STONEBRIDGE
BLVD., BOCA RATON, FL 33498, HAS NAMED HENRY J. STERN LOCATED AT 10631
STONEBRIDGE BLVD., BOCA RATON, FL 33498, AS ITS REGISTERED AGENT TO
ACCEPT SERVICE OF PROCESS FOR THE CORPORATION WITHIN THE STATE OF
FLORIDA.

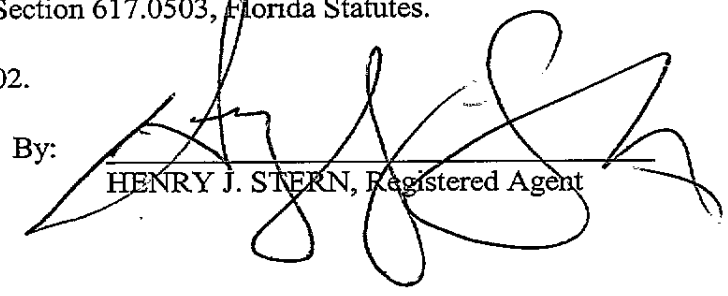

HENRY J. STERN, Incorporator

August 3, 2002

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Corporation, at the
place designated in this Certificate, I hereby accept the responsibility to act in this capacity, and
agree to comply with the provisions of Florida Statutes relative to keeping open said office and
further accept the duties and obligations of Section 617.0503, Florida Statutes.

DATED this 3rd day of August, 2002.

By: 
HENRY J. STERN, Registered Agent