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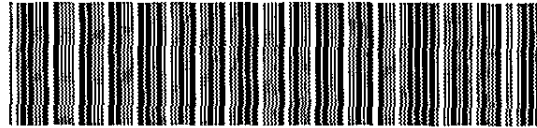
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FEBRUARY 18, 2003

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: ~~THE~~ THE MARNI & MORRIS PROPP II FAMILY FOUNDATION, INC.

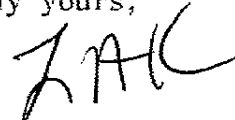
Dear Sir or Madam:

Enclosed please find proposed Certificate of Incorporation of the above entitled corporation. Please file the original and return confirmation of the filing to this office in the prepaid Federal Express envelope enclosed.

Also enclosed please find my firm's check in the amount of \$70.00 as and for the filing fee in connection with the above.

Your prompt attention and consideration are greatly appreciated.

Very truly yours,



Lawrence A. Kirsch

ARTICLES OF INCORPORATION
THE MARNI & MORRIS PROPP II FAMILY
FOUNDATION, INC.

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The undersigned incorporator, for the purpose of forming a corporation pursuant to Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation is THE MARNI & MORRIS PROPP II FAMILY FOUNDATION, INC.

The principal place of business of this corporation shall be:

366 Eagle Drive
Jupiter, Florida 33477

ARTICLE II

The period of duration of this corporation is perpetual unless dissolved according to law.

ARTICLE III

The purpose for which the corporation is organized is:

To promote, further and support selected charitable activities through grants, funding and financial assistance to various individuals, institutions and organizations; to aid, encourage, stimulate, foster and promote artistic and cultural activities through grants, bequests, gifts or otherwise to individuals, groups, institutions and organizations; to accept, hold, invest, reinvest and administer any gifts, bequests, devises, benefits of trusts (but not to act as trustee of any trust), and property of any sort without limitation as to amount or value and to use, disburse or donate the income or principal thereof exclusively for charitable purposes; to raise funds and solicit donations from interested individuals, charitable, educational and scientific organizations and foundations, and other interested organizations and foundations, agencies, institutions, associations and corporations and to administer and expend such funds in furtherance of the corporate goals and purposes; to receive, establish and maintain a fund or funds of real or personal property, or both, and subject to any restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and principal thereof exclusively for charitable, scientific and educational purposes either directly or by funding programs or projects that accomplish such charitable, cultural and educational purposes.

ARTICLE IV

The corporation will have no members. The manner in which directors shall be elected or appointed shall be set forth in the by-laws.

ARTICLE V

The number constituting the initial Board of Directors of the corporation is 3, and the names and addresses of the persons who are to serve initially are:

Morris Propp
366 Eigel Drive
Jupiter, Florida 33477

Marni Propp
366 Eigel Drive
Jupiter, Florida 33477

Helene Propp Heller
770 Park Avenue
New York, New York 10021

ARTICLE VI

The corporation is organized under a non-stock basis.

ARTICLE VII

Said corporation is organized exclusively for charitable, educational and scientific purposes, 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 corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, 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 Fourth 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 any candidate for public office.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which

are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

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 purposes.

In administering the private foundation, the directors shall be governed by the following provisions:

(1) The private foundation shall be an exempt organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax law. The provisions of this instrument shall be construed and interpreted accordingly, and the directors shall at all times administer the private foundation in such a manner as to maintain such exempt status.

(2) Any other provisions of this instrument notwithstanding, the directors shall distribute the private foundation's net distributable income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax law.

(3) Any other provisions of this instrument to the contrary notwithstanding, the directors shall not do any of the following acts prohibited by the stated code sections of the Internal Revenue Code (IRC) of 1986, as amended, or any corresponding or similar provision of the federal tax law that may hereafter be enacted.

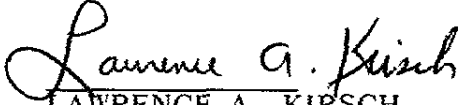
- a. Engage in acts of self-dealing as defined in IRC section 4941(d);
- b. Retain any excess business holdings as defined in IRC section 4943(c);
- c. Make any investment in such manner as to subject the private foundation to tax under IRC section 4944;
- d. Make any taxable expenditure as defined in IRC section 4945(d).

ARTICLE VIII

The name and street address of the incorporator to this articles of incorporation is:

Lawrence A. Kirsch
90 State Street
Albany, New York 12207

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18th day of February, 2003.


LAWRENCE A. KIRSCH

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 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 MARNI & MORRIS PROPP II FAMILY FOUNDATION, INC.

2. The name and address of the registered agent and office is:

MORRIS PROPP II

(Name)

366 EAGLE DRIVE

(P.O. Box NOT acceptable)

JUPITER, FL 33477

(City/State/Zip)

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

Morris Propp II

Date

12/20/2002

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