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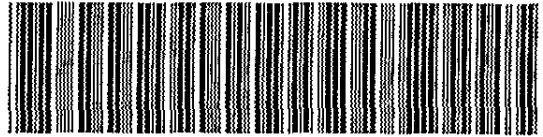
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SACHER, MARTINI & SACHER, P.A.

ATTORNEYS AT LAW

3655 LeJeune Road, Suite 1101, Coral Gables, Florida 33134

Charles P. Sacher, P.A.
Gregory T. Martini
Charles S. Sacher

Telephone: 305/448-3900
Facsimile: 305/446-9206
OF COUNSEL
Martin E. Segal, P.A.

April 7, 2003

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

Re: Michael Scholz Memorial Charitable Fund, Inc. Articles of Incorporation
Our File No. 4703

Dear Sir/Madam:

On behalf of the above-referenced corporation, I enclose herewith an original and one (1) copy of the executed and notarized Articles of Incorporation, together with my firm check in the amount of \$78.75

The check enclosed herein is in payment of the following fees or charges:

Filing Fee	\$35.00
Certified Copy Fee	8.75
Registered Agent Fee	<u>35.00</u>
TOTAL	\$78.75

Please cause the original copy of the Articles of Incorporation to be filed among the corporate records of the State of Florida. Please return a certified copy of the Articles of Incorporation to the undersigned.

Thank you for your attention to this matter.

Sincerely,



Charles P. Sacher

CPS/wh
Enclosures

cc: Melvin A. Rubin, Esq.
Mr. John Devaney

Z:\WP\4703\division of corp letter sending aoi.wpd

ARTICLES OF INCORPORATION
OF
MICHAEL SCHOLZ MEMORIAL CHARITABLE FUND, INC.

PREAMBLE

I, the undersigned, do hereby associate myself under the following Articles, for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the Corporation shall be:

MICHAEL SCHOLZ MEMORIAL CHARITABLE FUND, INC.

ARTICLE II
PRINCIPAL OFFICE

The principal office of the Corporation shall be:

111 Majorca Avenue
Coral Gables, Florida 33134

ARTICLE III
GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is:

(1) To receive and administer funds for the purpose of preserving and protecting the natural environment of South Florida for the benefit of the public by fostering environmental awareness through educational and experiential opportunities for the diverse population of South Florida with an emphasis on those members of the public who do not have the resources to obtain such education and experiences from any other source, through (a) making grants, loans and awards and (b) establishing programs and opportunities to be administered pursuant to the restrictions contained in the Bylaws of the Corporation or other laws applicable thereto.

(2) To engage in any and all lawful activities incidental to the foregoing purposes, including raising of funds through contributions and membership dues.

(3) In general, to carry out the purposes described in Paragraphs (1) and (2) hereof and to exercise any and all powers which it may now or hereafter be lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

for the purposes of accomplishing the foregoing purposes of the Corporation.

(4) To make contributions to any organization as described in §501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (hereinafter the "Code"), with the exception of the organization testing for public safety.

ARTICLE IV CHARITABLE RESTRICTIONS AND LIMITATIONS

The purposes and operation of this corporation shall be specifically restricted and limited as follows:

(1) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, 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 III hereof.

(2) No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office; nor shall the corporation engage in any activities that are unlawful under applicable federal, state, or local laws.

(3) The corporation shall not (a) operate for the purpose of carrying on a trade or business for profit, (b) engage in any prohibited transactions as described in §503 of the Code and (c) accumulate income, invest income, or divert income, in a manner endangering its exempt status by virtue of §504 of the Code.

ARTICLE V CORPORATE POWERS

As a means of accomplishing the purposes set forth in Article III hereof, the corporation shall have the following powers:

(1) To accept, acquire, receive, take, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes,

any property, both real and personal, of whatever kind, nature, or description and wherever situated.

(2) 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.

(3) 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 mortgage, 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 wherever situated, whether now owned or hereafter to be acquired.

(4) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Trustees shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of §501(c)(3) of the Code and its Regulations as they now exist or as they may hereafter be amended.

(5) In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or 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 the further limitation and condition that, notwithstanding any other provision of this certificate, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the corporation and as may be exercised by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended and by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE VI
TERRITORY OF ORGANIZATIONAL CONTROL

The territory in which the control of the corporation will be exercised is within the State of Florida of the United States of America, and its territories and possessions, but the funds to be used in carrying on the purposes described in Paragraphs (1) and (2) of Article III hereof are limited solely to the expenditure of funds for grants, loans, scholarships and projects.

ARTICLE VII
TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VIII
MEMBERSHIP

The members of the corporation shall consist of the persons signing the Articles of Incorporation and such other person or persons and organization or organizations as the Board of Directors may elect, by a majority vote, at any annual or special meeting of the Board of Directors. The Board of Directors shall consider the interest of such persons or organizations in the MICHAEL SCHOLZ MEMORIAL CHARITABLE FUND, INC., in determining eligibility of membership.

ARTICLE IX
SUBSCRIBER

The name and residence address of the subscribers of these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Melvin A. Rubin	111 Majorca Ave. Coral Gables, FL 33134
Dr. Susan Scholz-Rubin	111 Majorca Ave. Coral Gables, FL 33134
Laura Scholz	223 Jane Pl. New Orleans, LA 70119
Kevin Scholz	111 Majorca Ave. Coral Gables, FL 33134
John Devaney	772 Ridgewood Rd. Key Biscayne, FL 33149

Phyllis Sandrow

11051 SW 93 Ave.
Miami, FL 33176

ARTICLE X
OFFICERS

(1) The affairs of the corporation will be managed by a President, Vice-President, Secretary-Treasurer, and such other officers with such powers and duties as may be appointed and determined by the Board of Directors.

(2) The officers of the corporation shall be appointed at the annual meeting of the Board of Directors of the corporation.

(3) The names and residence addresses of the officers of the corporation who are to serve until the first appointment under these Articles of Incorporation are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Melvin A. Rubin	President	111 Majorca Ave. Coral Gables, FL 33134
Dr. Susan Scholz-Rubin	Vice President	111 Majorca Ave. Coral Gables, FL 33134
Laura Scholz	Vice President	223 Jane Pl. New Orleans, LA 70119
Kevin Scholz	Vice President	111 Majorca Ave. Coral Gables, FL 33134
John Devaney	Treasurer	772 Ridgewood Rd. Key Biscayne, FL 33149
Phyllis Sandrow	Secretary	11051 SW 93 Ave. Miami, FL 33176

ARTICLE XI
DIRECTORS

(1) The affairs of this corporation shall be conducted by a Board of Directors consisting of not fewer than three (3) nor more than twenty-one (21) directors, who shall be elected in accordance with the By-Laws.

(2) The names and residence addresses of the Directors until the first election of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Melvin A. Rubin	111 Majorca Ave., Suite A Coral Gables, FL 33134
Dr. Susan Scholz-Rubin	111 Majorca Ave. Coral Gables, FL 33134
Laura Scholz	223 Jane Pl. New Orleans, LA 70119
Kevin Scholz	111 Majorca Ave. Coral Gables, FL 33134
John Devaney	772 Ridgewood Rd. Key Biscayne, FL 33149
Phyllis Sandrow	11051 SW 93 Ave. Miami, FL 33176
Eric Lang	629 Glenridge Rd. Key Biscayne, FL 33149
John Roa	3614 Riviera Ct. Coral Gables, FL 33134
Romy Yaffa	162 Dockside Circ. Ft. Lauderdale, FL 33327
Spencer Tew	2901 S. Bayshore Dr., #6H Miami, FL 33133
Eric Poms	19252 E. Country Club Dr. Aventura, FL 33180
Lillian Poms	8955 SW 85 Terr. Miami, FL 33176
Robert (Butch) Deluca	c/o 3590 Rockerman Rd. Coconut Grove, FL 33133
Alex Warner	320 W. Enid Dr. Key Biscayne, FL 33149

ARTICLE XII
BY-LAWS AND AMENDMENTS

(1) The By-Laws of this corporation shall be adopted by the vote of the majority of the Board of Directors of the corporation. The By-Laws of the corporation shall be amended by the action of a majority of the Board of Directors of the corporation.

(2) The provisions of these Articles of Incorporation may be amended, altered or rescinded by the unanimous vote of the Board of Directors of the Corporation.

ARTICLE XIII
STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT

That, MICHAEL SCHOLZ MEMORIAL CHARITABLE FUND, INC., desiring to organize under the laws of the State of Florida has designated its initial registered office as 111 Majorca Ave., Suite A, Coral Gables, FL 33134, and has named Melvin A. Rubin as its initial Registered Agent who is located at such address.

ARTICLE XIV
DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious or scientific purposes as shall at the time qualify as an organization or organizations described in §501(c)(3) of the Code, as the Board of Directors shall determine.

ARTICLE XV
PROVISIONS RELATING TO PRIVATE FOUNDATION STATUS

If the Internal Revenue Service determines that the corporation is a private foundation as defined in §509(a) of the Code the following provisions shall become operative:

(1) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Code, or corresponding provisions of any subsequent Federal tax laws.

(2) The corporation shall not engage in any act of self-dealing as defined in §4941(d) of the Code, or corresponding provisions of any subsequent Federal tax laws.

(3) The corporation shall not retain any excess of business holdings as defined in §4943(c) of the Code, or corresponding provisions of any subsequent Federal tax laws.

(4) The corporation shall not make any investments in such manner as to subject it to tax under §4944 of the Code, or corresponding provisions of any subsequent Federal tax laws.

(5) The corporation shall not make any taxable expenditures as defined in §4945(d) of the Code, or corresponding provisions of any subsequent Federal tax laws.

WITNESS MY HAND AND SEAL THIS 31st day of March, 2003.


MELVIN A. RUBIN


DR. SUSAN SCHOLZ-RUBIN


LAURA SCHOLZ


KEVIN SCHOLZ

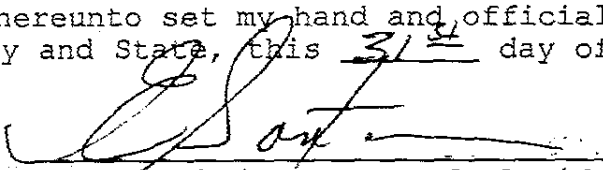
X 
JOHN DEVANEY


PHYLLIS SANDROW

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS.

BEFORE ME, the undersigned authority, personally appeared MELVIN A. RUBIN, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, said County and State, this 31st day of March, 2003.


Notary Public, State of Florida
at Large

My commission expires:

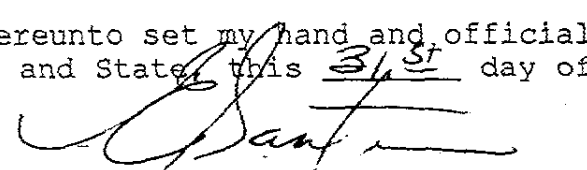


E. Santana
Commission #DD171462
Expires: Dec 12, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS.

BEFORE ME, the undersigned authority, personally appeared DR. SUSAN SCHOLZ-RUBIN, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and she acknowledged before me that she executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, said County and State, this 31st day of March, 2003.


Notary Public, State of Florida
at Large

My commission expires:




E. Santana
Commission #DD171462
Expires: Dec 12, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS.

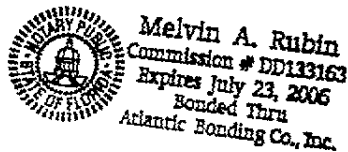
BEFORE ME, the undersigned authority, personally appeared LAURA SCHOLZ, to me well known to be the person described in and

who executed and subscribed to the foregoing Articles of Incorporation, and she acknowledged before me that she executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, said County and State, this 17th day of March, 2003.


Notary Public, State of Florida
at Large

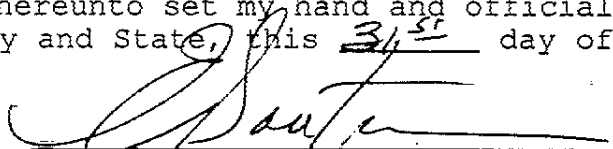
My commission expires:



STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS.

BEFORE ME, the undersigned authority, personally appeared KEVIN SCHOLZ, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, said County and State, this 31st day of March, 2003.


Notary Public, State of Florida
at Large

My commission expires:



STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS.

BEFORE ME, the undersigned authority, personally appeared JOHN DEVANEY, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, said County and State, this 31st day of March, 2003.


Notary Public, State of Florida
at Large

My commission expires:

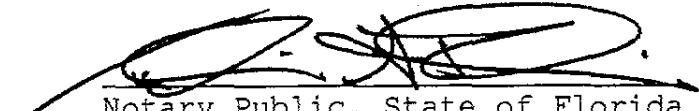


Melvin A. Rubin
Commission # DD133163
Expires July 23, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS.

BEFORE ME, the undersigned authority, personally appeared PHYLLIS SANDROW, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and she acknowledged before me that she executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, said County and State, this 31st day of March, 2003.


Notary Public, State of Florida
at Large

My commission expires:



Melvin A. Rubin
Commission # DD133163
Expires July 23, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

ACKNOWLEDGMENT OF RESIDENT AGENT

Having been named to accept Service of Process for MICHAEL SCHOLZ MEMORIAL CHARITABLE FUND, INC., at place designated in ARTICLE XIII of the attached Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

 (SEAL)
Resident Agent

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TALLAHASSEE, FL 32307