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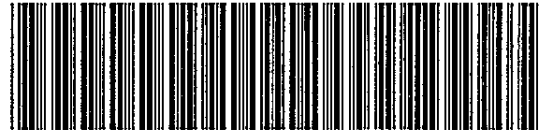
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TALLAHASSEE, FLORIDA
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**BLOOM &
MINSKER, P.L.**
ATTORNEYS AT LAW

1110 BRICKELL AVENUE
SEVENTH FLOOR
MIAMI, FLORIDA 33131-3107
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FACSIMILE: SEE SPECIFIC ATTORNEY
E-MAIL: info@miamilaw.net

JOEL N. MINSKER, P.A.
DIRECT FACSIMILE: (305) 908-3445
E-MAIL: jminsker@miamilaw.net

KENNETH M. BLOOM
BOARD CERTIFIED IN TAXATION
DIRECT FACSIMILE: (305) 908-3450
E-MAIL: kbloom@miamilaw.net

October 7, 2004

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

Re: Articles of Incorporation

Gentlemen:

Enclosed for filing are:

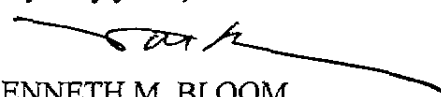
1. Original and one copy of the Articles of Incorporation of Robert Arthur Segall Family Foundation, Inc.
2. Check in the amount of \$78.75 in payment of:

(a)	Filing Fees-	\$35.00
(b)	Registered Agent Designation -	\$35.00
(c)	Certified Copy	\$ 8.75

Please return the certified copy of the Articles of Incorporation to the undersigned.

Should you require anything further in connection with this matter, please do not hesitate to contact me.

Very truly yours,


KENNETH M. BLOOM

KMB/do
Enclosures

cc: Shirlee Schiller
James I. Kramer, CPA
F:\BLOOM\RABIN\Segall Estate\Foundation\SECYSTAT

ARTICLES OF INCORPORATION

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OF

ROBERT ARTHUR SEGALL FAMILY FOUNDATION, INC.

(A Corporation Not for Profit)

I, the undersigned, acting as incorporator of a corporation, being a natural person of the age of twenty-one years or more and a citizen of the United States, pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation of such corporation:

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be:

ROBERT ARTHUR SEGALL FAMILY FOUNDATION, INC.

ARTICLE II

DURATION

The period of the duration of this corporation shall be perpetual, unless dissolved according to law. The effective date shall be the date of the filing with the Florida Secretary of State.

ARTICLE III

PURPOSES, POWERS & LIMITATIONS

1. The corporation is organized on a non-stock basis exclusively for charitable, scientific, literary, religious, and educational purposes set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and hereafter amended (the "Code"), and the corporation shall have such powers as are necessary or proper to accomplish such purposes.

2. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501(c)(3), (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2), or (c) by a not for profit corporation organized under the laws of the State of Florida pursuant to Chapter 617, Florida Statutes.

3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, the corporation's 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 contributions in furtherance of the purposes set forth in this article.

4. 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.

5. The corporation, during any period when it is a "private foundation" under Code Section 509(a), shall not (1) engage in any act of self-dealing as defined in Code Section 4941(d) which would give rise to any liability for the tax imposed by Code Section 4941(a), (2) retain any excess business holdings as defined in Code Section 4943(c) which would give rise to any liability for the tax imposed by Code Section 4943(a), (3) make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Code Section 4944 so as to give rise to any liability for the tax imposed by Code Section 4944, (4) make any taxable expenditures as defined in Code Section 4945(d) which would give rise to any liability for the tax imposed by Code Section 4945(a), or (5) fail to distribute, for the purposes specified in these articles, for each taxable year amounts at least sufficient to avoid liability for the tax imposed by Code Section 4942(a).

ARTICLE IV

MEMBERS

The corporation shall not have members.

ARTICLE V

BOARD OF DIRECTORS

1. The corporation shall be managed by the Board of Directors. This corporation shall have at least three (3) directors who will be designated as a board of directors. The number of directors may be varied from time to time, in accordance with the bylaws, but there shall never be less than three (3).

2. The directors shall be elected and hold office in accordance with the bylaws.

3. The names and addresses of the persons who are to serve as the initial directors of the

corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Shirlee Schiller	5701 Collins Avenue Apt. 315 Miami Beach, Florida 33140
James I. Kramer	Kramer & Associates 4225 Ponce de Leon Blvd. Coral Gables, Florida 33146
Kenneth M. Bloom	Bloom & Minsker, P.L. 1110 Brickell Avenue - 7 th Floor Miami, Florida 33131

ARTICLE VI

DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt organizations described in Code Sections 501(c)(3) and 170(c)(2) of corresponding sections of any future law, or to the federal, state, or local government for exclusively public purposes.

ARTICLE VII

INCORPORATOR

The name and address of the incorporator is:

Kenneth M. Bloom, Esquire
Bloom & Minsker, P.L.
1110 Brickell Avenue - 7th Floor
Miami, Florida 33131

ARTICLE VIII

REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be at 1110 Brickell Avenue, 7th Floor, Miami, Florida 33131, and the name of its initial registered agent shall be Kenneth M. Bloom.

ARTICLE IX

ADDRESS

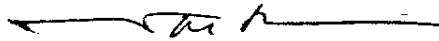
The address of the principal office of the corporation is 1110 Brickell Avenue, 7th Floor, Miami, Florida 33131, and its mailing address is the same.

ARTICLE X

COMMENCEMENT OF EXISTENCE

This Corporation shall commence to exist on the date these Articles of Incorporation are executed if filed within five (5) days with the Secretary of State.

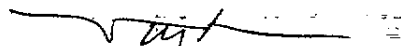
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7th day of October, 2004.



Kenneth M. Bloom, Incorporator

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named as Registered Agent for Robert Arthur Segall Family Foundation, Inc. at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity and agree to comply with the provisions of law in relation thereto.



Kenneth M. Bloom

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