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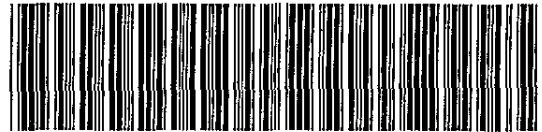
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**METTLER
SHELTON
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File No. 3038.2
Direct Dial Telephone: 561-472-6088
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crandolph@mettlerlaw.com

June 20, 2005

VIA FEDERAL EXPRESS

Department of State
Divisions of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Subject: The Schumacher Family Foundation, Inc.

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation for The Schumacher Family Foundation, Inc. and a check in the amount of:

\$87.50 for
Filing Fee, Certified Copy & Certificate of Status

Please forward the Certified Copy of the Articles of Incorporation and the Certificate of Status to me in the enclosed envelope as soon as convenient.

Thank you.

Sincerely,



J. Cater Randolph, II, Esquire
Mettler, Shelton, Randolph & Marek
340 Royal Poinciana Way, Suite 340
Palm Beach, FL 33480
561-472-6088

CR/ms/Enclosure

ARTICLES OF INCORPORATION OF
THE SCHUMACHER FAMILY FOUNDATION, INC.
A FLORIDA NOT FOR PROFIT CORPORATION

The undersigned person acting as incorporator of a Corporation not for profit under the Florida Not for Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation for the Corporation:

Article I

The name of the Corporation is The Schumacher Family Foundation, Inc.

Article II

The Corporation shall have perpetual duration.

Article III

The Corporation is organized exclusively for charitable, religious, 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Article IV

The Corporation shall have one class of members which shall be distinct from its Board of Directors. Charles A. Schumacher and Amanda E. Schumacher shall be the initial members of the Corporation. The members shall be solely empowered and solely responsible for appointing the Board of Directors of the Corporation. The members shall be the only party authorized to amend these Articles of Incorporation and the By-laws. The members may remove any Director or Officer with or without cause at any time. The number of members may be increased or decreased from time to time by an Amendment to the Articles of Incorporation. Additional members shall be selected only by the current member(s) by a written acknowledged instrument. The member(s) may appoint additional member(s) which shall become members upon the happening of any event, such as incapacity or death. Such designations may be revoked at any time prior to the stated event resulting in the named individual's entitlement to membership. In the event either of Charles A. Schumacher or Amanda E. Schumacher becomes incapacitated or dies without having duly appointed any other member, the other of them shall serve as sole member.

Article V

The street address and mailing address of the office of the Corporation is 340 Royal Poinciana Way, Suite 340, Palm Beach, FL 33480. The name and address of its initial

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registered agent is J. Cater Randolph, II, 340 Royal Poinciana Way, Suite 340, Palm Beach, FL 33480.

Article VI

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The number of Directors of the Corporation shall be three; provided, however, that that number may be changed by a by-law duly adopted but shall at all times at least be three in number.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members, to be held at 9:00 a.m. on January 4, 2005, or such other time as determined by the members, at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all subsequent times, shall serve for a term of a year until the next annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at 9:00 a.m., on the first Tuesday in January of each year, or such other time as determined by the Directors, at the principal office of the Corporation, or at any other place or places designated by the Board of Directors by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all the Directors individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the Board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and By-Laws of this Corporation authorize the Directors to act in this manner. This statement shall be prima facie evidence of the Directors' authority.

The names and addresses of the persons who are to serve as the initial Directors are:

<u>Name</u>	<u>Address</u>
Charles A. Schumacher	1977 Portage Landing S. North Palm Beach, FL 33408
Amanda E. Schumacher	1977 Portage Landing S. North Palm Beach, FL 33408
Terrence F. Dytrych	712 U.S. Highway One, Suite 301-32 North Palm Beach, FL 33408

Article VII

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Charles A. Schumacher	1977 Portage Landing S. North Palm Beach, FL 33408

Article VIII

The Board of Directors shall elect the following officers: president, vice-president, treasurer, and secretary, and any other officers which the By-Laws of this Corporation authorize the Directors to elect. Initially, officers shall be elected at the first annual meeting of the Board of Directors. Until that election is held, the following persons shall serve as corporate officers:

Charles A. Schumacher	President
Amanda E. Schumacher	Vice President
Terrence F. Dytrych	Secretary and Treasurer

Article IX

Subject to the limitations contained in the By-Laws and any limitations set forth in the Not for Profit Corporation Act of Florida described above, the By-Laws of this Corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted solely by the member(s).

Article X

The property of the corporation is irrevocably dedicated to charitable purposes.

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 person, 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 Section 501(c)(3) purposes. 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 or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of

any future federal tax code) or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

Article XI

On the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not for profit fund, foundation, or Corporation which is organized and operated exclusively for charitable, educational or religious purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Article XII

Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law. In addition:

1. The Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

2. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

3. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

4. The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

5. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal revenue code.

Article XIII

Amendments to these Articles of Incorporation may be proposed by the members at the annual meeting or a specially called meeting or by a resolution adopted by the Board of Directors and presented to a quorum of member(s) for their vote. A vote of at least two-thirds of the members of the Corporation is required for an Amendment to be adopted.

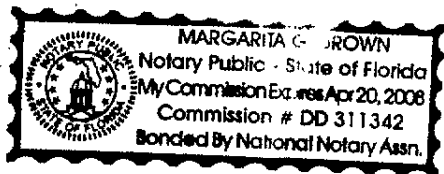
I, the undersigned, being the incorporator of this Corporation, for the purpose of forming this Not for Profit Charitable Corporation under the Laws of Florida, have executed these Articles of Incorporation on 12/23/ 2004.



CHARLES A. SCHUMACHER

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 23 day of December, 2004 by CHARLES A. SCHUMACHER, the incorporator, who is personally known to me or who has produced a driver's license as identification and who did take an oath.

(Notary Seal)




Signature of Notary Public

Name of Notary Typed, Printed or Stamped
My Commission Expires: April 20, 2008
My Commission Number DD 311342

CERTIFICATE DESIGNATING REGISTERED
OFFICE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091 and Chapter 617.013, Florida Statutes, the following is submitted in compliance with said Act:

That The Schumacher Family Foundation, Inc., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at 340 Royal Poinciana Way, Suite 340, in the Town of Palm Beach, 33480, County of Palm Beach, has named J. Cater Randolph, II as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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



J. Cater Randolph, II, Registered Agent

Dated: 12/23, 2004

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