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FLORIDA NON-PROFIT CORPORATION

Leslie C. and Leonard A. Shapiro Family Foundation,

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

18-19-05

**ARTICLES OF INCORPORATION
OF
LESLIE C. AND LEONARD A. SHAPIRO FAMILY FOUNDATION, INC.**
a Florida not-for-profit corporation

PURSUANT to the provisions of Chapter 617, Florida Statutes, the Florida Not for Profit Corporation Act, the undersigned Incorporator of **LESLIE C. AND LEONARD A. SHAPIRO FAMILY FOUNDATION, INC.** (the "Corporation") hereby adopts the following Articles of Incorporation for the Corporation:

ARTICLE I

Name

The name of the Corporation shall be **LESLIE C. AND LEONARD A. SHAPIRO FAMILY FOUNDATION, INC.**

ARTICLE II

Principal Office

The principal place of business and mailing address of the Corporation shall be 111 North Orange Avenue, Suite 1800, Orlando, Florida 32801. Correspondence sent to this address shall be sent to Foley & Lardner LLP, in the care of Sharal L. Henderson.

ARTICLE III

Purpose

The Corporation shall be a not-for-profit corporation. The purposes for which the Corporation is organized are exclusively charitable within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). Notwithstanding any other provision of these Articles of Incorporation, the Bylaws of the Corporation, or any provision of law, the Corporation shall not carry on any activities which would cause it to fail to qualify, or to fail to continue to qualify, as (i) an organization exempt from federal income tax under section 501(c)(3) of the Code (or the corresponding section of any future federal tax code), or (ii) an organization to which contributions are deductible under sections 170, 2055, and 2522 of the Code (or the corresponding sections of any future federal tax code).

No part of the earnings of the Corporation shall inure to the benefit of or be distributable to any private individual or person; provided, however, that the Corporation may pay reasonable compensation for services rendered to it and reimbursement of expenses reasonably incurred on its behalf.

No 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 distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

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If at any time or times the Corporation shall be classified as a private foundation within the meaning of section 509(a) of the Code, then at such time or times the Corporation:

- (1) shall not engage in any act of self-dealing as defined in section 4941(d) of the Code (or corresponding section of any future federal tax code);
- (2) 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 section 4942 of the Code (or corresponding section of any future federal tax code);
- (3) shall not retain any excess business holdings as defined in section 4943(c) of the Code (or corresponding section of any future federal tax code);
- (4) shall not make any investment in such manner as to subject it to tax under section 4944 of the Code (or corresponding section of any future federal tax code); and
- (5) shall not make any taxable expenditure as defined in section 4945(d) of the 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 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 district or 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.

ARTICLE IV Manner of Election

The manner in which the directors are elected or appointed shall be provided in the Corporation's Bylaws.

ARTICLE V Initial Directors

The powers of the Incorporator shall terminate upon the filing of these Articles of Incorporation. The names and mailing addresses of the persons who shall serve as directors until their successors are elected and qualify are as follows:

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Leonard A. Shapiro
339 3rd Avenue North
Naples, FL 34102

Leslie C. Shapiro
339 3rd Avenue North
Naples, FL 34102

Theodore M. Shapiro
2302 Kenilworth Avenue
Los Angeles, CA 90039

Alexandra L. Shapiro
4674 Oakmere Terrace
Sterling, VA 20165

Jay W. Freedman
3000 K Street, N.W., Suite 500
Washington, DC 20007

ARTICLE VI

Initial Registered Agent and Street Address

The name and street address of the initial registered agent for the Corporation are F & L Corp., One Independent Drive, Suite 1300, Jacksonville, Florida 32202-5017.

ARTICLE VII

Incorporator

The name and mailing address of the Incorporator are as follows:

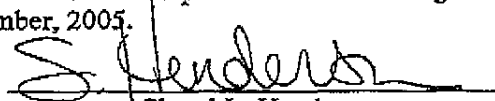
Sharal L. Henderson
Foley & Lardner LLP
111 North Orange Avenue, Suite 1800
Orlando, Florida 32801

ARTICLE VIII

No Members

The Corporation shall not have capital stock. The Corporation shall have no members.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned Incorporator this 16th day of December, 2005.


Sharal L. Henderson

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Dated this 16th day of December, 2005.

F & L Corp.



By: John A. Sanders
Its: Authorized Agent

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