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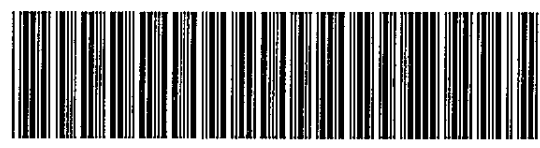
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2005 DEC 22 A 9 15

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58-28-05

COVER LETTER

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

SUBJECT: CIVIE AND EARL PERTNOY FAMILY FOUNDATION, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: HERBERT EISENBERG
Name (Printed or typed)

4700 BISCAYNE BLVD.
Address

MIAMI, FL 33137
City, State & Zip

786-866-8629
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF THE
CIVIE AND EARL PERTNOY FAMILY FOUNDATION, INC.
A Florida Not for Profit Corporation**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FIRST: The name of the Corporation shall be the Civie and Earl Pertnoy Family Foundation, Inc. (hereinafter, the "Corporation").

SECOND: The address of the initial registered office of the Corporation is 4200 Biscayne Boulevard, Miami, FL 33137, in the county of Miami-Dade, state of Florida, and its incorporator and initial registered agent at that address is Stephen C. Lande. The principal business address shall be the same.

THIRD: The Corporation is organized and shall be operated exclusively for charitable, educational or religious purposes within the meaning of Section 501(c)(3) by conducting or supporting activities for the benefit of, to perform the functions of, or to carry out the purposes of the Greater Miami Jewish Federation (hereinafter the "Federation") and its agencies. In addition, it may also from time to time make distributions to other entities qualified for tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986. If the Federation ceases to be a "qualified organization", (a qualified organization is any organization described in Section 501(c)(3) and Sections 509(a)(1) or (a)(2) of the Internal Revenue Code of 1986, as amended [hereinafter the "Code"]), the Corporation shall be operated exclusively for the benefit of, to perform the function of, or to carry out the purposes of one or more qualified organizations as shall be selected by the Board of Directors of the Corporation.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon non-profit corporations, including, but without limitation thereon, to receive gifts, devises, bequests and contributions in any form, and to use, apply, invest and reinvest the principal and income therefrom or distribute the same for the above purposes.

FOURTH: 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 private individuals, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered or expenses incurred and to make payments and distributions in furtherance of the purposes set forth in Article THIRD thereof. No Director or officer, however, shall be entitled to compensation for services rendered.

FIFTH: It is intended that this Corporation shall have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the code, and which is other than a private foundation by reason of being described in Section 509(a)(3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from Federal income tax under Section 501(c)(3) of the Code.

Further, 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.

SIXTH: The Directors shall be such persons who from time to time meet the qualifications provided in this Article SIXTH. There shall initially be nine (9) Directors. Each Director shall be entitled to one vote upon any matter properly submitted to the Directors for their vote. Five (5) of the Directors shall be appointed by the Board of Directors of the Federation and shall be termed the "Federation Directors." The initial Federation Directors and their respective addresses are:

George M. Simon	60 Edgewater Drive, Apt. 7-E Coral Gables, FL 33133
Gary J. Yarus	330 West 45 th Street Miami Beach, FL 33140
Jacob Solomon	4200 Biscayne Boulevard Miami, FL 33137
Chaim Botwinick	4200 Biscayne Boulevard Miami, FL 33037
Stephen C. Lande	4200 Biscayne Boulevard Miami, FL 33137

The other four (4) Directors shall be appointed by Earl Pertnoy and shall be termed the "Family Directors". The initial Family Directors and their respective addresses are:

Sidney Pertnoy	13003 S.W. 104 th Court Miami, FL 33176
Ronald Pertnoy	3111 Fortune Way, B-18 West Palm Beach, FL 33414
Sandi Blumenstein	1710 N,W, 106 th Avenue Pembroke Pines, FL 33026

Lois Weingarden

9861 S.W. 122nd Street
Miami, FL 33176

Any Federation Director may be removed at any time, with or without cause, by the Board of Directors of the Federation. A vacancy among the Federation Directors may be filled temporarily, by the remaining Federation Directors, and permanently appointed by the Board of Directors of the Federation. A vacancy among the "Family Directors" shall be filled by appointment in a timely manner by the remaining family Directors. The nine (9) Foundation Directors may at any time agree to increase or decrease the total number of Directors, provided that: a) a majority of the Federation and Family Directors approve the change; and, b) there remains at least one more member of the Federation Directors than of the Family Directors.

SEVENTH: The affirmative vote of two-thirds of the Directors shall be required to adopt or approve the following actions:

- (i) Liquidation or dissolution of the Corporation;
- (ii) Merger, consolidation or transfer of substantially all the assets of the Corporation;
- (iii) Repeal, modification, amendment, in whole or in part, or addition to the Articles of Incorporation or Bylaws of the Corporation or adoption of new Articles of Incorporation or Bylaws; or
- (iv) Change in the number of Directors.

The notice of the meeting at which any such action is to be considered shall set forth the subject of the action or actions to be approved.

EIGHTH: Except as provided in Article SEVENTH, the affirmative vote of a majority of the Directors shall be required for the authorization or taking of any action by the Directors.

NINTH: There will not be any members of the Corporation.

TENTH: Upon the dissolution of the Corporation, the Directors shall distribute the assets 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, ("purposes"). Any such assets not so distributed shall be distributed by a Court 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 the Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, I have hereunto subscribed my name at Miami, Florida, this 19th day of Dec, 2005.

Civie and Earl Pertnoy Family Foundation, Inc.

By: Earl Pertnoy

Attest: Stephan A. Fandl

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the state and county named above taking acknowledgements, personally appeared Earl Pertnoy, who stated that he is the Incorporator of the corporation named in the foregoing instrument and that he executed the same for the purposes therein stated.

WITNESS my hand and official seal in Miami-Dade County, Florida this 19 day of Dec, 2005.



NOTARY PUBLIC
State of Florida at Large



Linda J Martin 2474
My Commission DC3288874
Expires November 03, 2008

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

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.



Stephen C. Lande, Registered Agent

Date: 12/19/05