N96000000459

LAW OFFICES
STEINBERG, SLEWETT & YAFFE, P.A.
787 ARTHUR GODFREY ROAD
MIAMI BEACH, FLORIDA 33140-9096
DADE (305) 538-2344
BROWARD (305) 462-2344
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PAUL B. STEINBERG (FLA. & D.C.)
ROBERT D. SLEWETT (FLA.)
ROBERT H. YAFFE (FLA.)
MORRIS L. STEINBERG (N.Y.)

* PLEASE REPLY TO OUR MIAMI BEACH OFFICE

NEW YORK OFFICE
574 FIFTH AVENUE
2ND FLOOR
NEW YORK, N.Y. 10036
(212) 391-2080

95 JAN 25 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

January 11, 1995

Secretary of State
409 East Gaines Street
Tallahassee, FL 32399

Re: Filing of Articles of Incorporation of The Miller Family Foundation, Inc., a Florida corporation, Not for Profit

Dear Sir\Madam:

Enclosed herewith please find an original and one copy of the Articles of Incorporation of The Miller Family Foundation, Inc., a Florida corporation, Not for Profit, a check in the amount of $122.50 and a self-addressed stamped envelope.

Please file said Articles and return a certified copy of same to the undersigned.

Thank you for your attention to the above.

700001689657
-01/16/96--01049--005
****122.50 ****122.50

Very truly yours,

PAUL B. STEINBERG

PBS/cra
Encls.

~~W96-1333~~

1-18-96

00678
01583
00671

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 18, 1996

PAUL B. STEINBERG
574 FIFTH AVENUE
2ND FLOOR
NEW YORK, NY 10036

SUBJECT: THE MILLER FAMILY FOUNDATION, INC.
Ref. Number: W96000001323

We have received your document for THE MILLER FAMILY FOUNDATION, INC. and check(s) totaling $122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 496A00002216

ARTICLES OF INCORPORATION

of

THE FIVE MILLERS FAMILY FOUNDATION, INC.

A Florida Corporation, Not For Profit

ARTICLE I.
Name

The name of the Corporation is "The Five Millers Family Foundation, Inc".

ARTICLE II.
Purpose

This Corporation is not formed for pecuniary profit or financial gain. The Corporation shall be a non-profit corporation under the Florida Not-For-Profit Corporation Act and is irrevocably dedicated to and operated exclusively for non-profit purposes. The purposes for which the corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

ARTICLE III.
Powers

The Corporation hereby incorporates by reference any and all corporate powers given to the Corporation not for profit by virtue of Section 617.021 of the Florida Statutes. The Corporation's activities are limited by the provisions of Section 617.0105 of the Florida Statutes which are incorporated by reference herein and any and all other restrictions which are required to obtain tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

ARTICLE IV.
Members

The Corporation shall be organized on a non-stock basis. Members shall be either natural persons over the age of eighteen years, corporations or partnerships, as provided by the Bylaws. The initial Board of Directors shall constitute the initial membership of this Corporation and each director shall remain a member as along as he holds office. In addition, each subsequent director of this Corporation shall be a member of this Corporation for as long as he holds the office of director. The Bylaws of the Corporation may promulgate standards for additional members. Residents of the State of Florida who show substantial interest in the objectives of the Corporation shall be eligible for membership. They shall become members upon being approved by the Board of Directors. The Board of Directors shall be elected by the members.

ARTICLE V.
Term of Existence

The Corporation is to exist perpetually.

ARTICLE VI.
Subscriber

The name and address of the subscriber to these Articles are as follows:

	Dora Miller	5600 Collins Avenue, #9E Miami Beach, FL 33140
	Paul B. Steinberg, Esq.	767 Arthur Godfrey Road Miami Beach, FL 33140
	Sandra J. Steinberg	900 Bay Drive Miami Beach, FL 33141

ARTICLE VII.
Officers

The affairs of the Corporation are to be managed by a President, Vice President, Secretary and such other officers and assistant officers as the Board of Directors shall determine, from time to time, are necessary to manage the affairs of the Corporation. The officers shall be appointed at an annual meeting by the Board of Directors and serve for such period of time as authorized by the Directors. The names and addresses of the officers who shall serve until their successors are elected by the Board of Directors are:

President	Dora Miller	5600 Collins Avenue, 9E Miami Beach, FL 33140
Vice President	Paul B. Steinberg, Esq.	767 Arthur Godfrey Rd. Miami Beach, FL 33140
Secretary	Sandra J. Steinberg	900 Bay Drive Miami Beach, FL 33141

ARTICLE VIII.
Board of Directors

The number of directors of this Corporation shall be not less than three (3) or more than ten (10) and shall be fixed, from time to time, by the Board of Directors. The number of directors serving on the Board of Directors may be increased or decreased from time to time by amendment to the Corporation's Bylaws but shall never be less than three (3). The number of directors constituting the initial Board of Directors of the Corporation is three (3). The names and addresses of the person who are to serve as initial directors until the first annual meeting of members or their successors are elected by the members are:

Dora Miller	5600 Collins Avenue, 9E Miami Beach, FL 33140
Paul B. Steinberg, Esq.	767 Arthur Godfrey Road Miami Beach, FL 33140
Sandra J. Steinberg	900 Bay Drive Miami Beach, FL 33141

ARTICLE IX.
Bylaws

Section 1. The Directors of this Corporation may provide such Bylaws of the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice, the Bylaws may be amended, altered or rescinded by the Directors in the manner provided in the Bylaws or in any manner consistent with the laws of the State of Florida.

Section 3. The Bylaws of the Corporation shall contain provisions regulating the powers of the Corporation, the directors and the members.

ARTICLE X.
Amendment

These Articles of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE XI.
No Personal Liability

The directors, officers and agents of this Corporation shall not be held personally liable or responsible for any contracts, debts, defaults or liabilities of this Corporation while acting for or on behalf of the Corporation in any official and authorized capacity. This Corporation shall indemnify all of its officers, directors and agents and all of its former officers, directors and agents, to the fullest extent permitted by law.

ARTICLE XII.
Dissolution

Upon 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, dispose of all of the assets of the Corporation by contributing to an organization qualifying for exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto), or to the federal government, or to a state or local government, for public purpose. Any assets not so disposed of shall be disposed of by the Court of law having jurisdiction over such matter and 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 such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII.
Prohibition Against Private Benefit

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 II hereof. 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.

ARTICLE XIV.
Additional Restrictions on Corporate Purpose for Private Foundation

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

The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax.

The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended.

ARTICLE VI.
Registered Office

The name and address of the initial registered office of the corporation and the address of the principal office and mailing address of the corporation are:

Registered Office	Steinberg, Slewett & Yaffe, P.A. c/o PAUL B. STEINBERG, ESQ. 767 Arthur Godfrey Boulevard Miami Beach, FL 33140
Principal Office	c/o Dora Miller 5600 Collins Avenue, 9E Miami Beach, FL 33140

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal, this 5th day of ~~November~~ December, 1995, for the purposes of forming this corporation not for profit under the laws of the State of Florida.

Dora Miller

Dora Miller, Incorporator

Sandra J. Steinberg, Inc.

Paul B. Steinberg, Esq., Incorporator

FILED
95 JAN 25 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF DADE

On December 5th, 1995, before me, a Notary Public in the aforesaid State and County, personally appeared Dora Miller, and Sandra J. Steinberg and Paul B. Steinberg, who are known to me to be the persons named in and who executed the foregoing instrument and who acknowledged that they executed the same freely.

NOTARY PUBLIC STATE OF FLORIDA
ROBERT D SLEWETT
My Commission CC425768
Expires Dec. 12, 1998
Bonded by ANB
800-852-5878

Notary Public, State of Florida At Large

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named Corporation, at the place designated in the Articles of Incorporation, I hereby accept such designation and to act in this capacity, and agree to comply with the provisions of the Florida Statutes with respect thereto.

PAUL B. STEINBERG, ESQ.
Registered Agent

This instrument prepared by:

PAUL B. STEINBERG, ESQ.
Steinberg, Slewett & Yaffe, P.A.
767 Arthur Godfrey Road
Miami Beach, Florida 33140

N96000000459

THE SENATOR LAW CENTER

707

LAW OFFICES
STEINBERG, SLEWETT & YAFFE, P.A.
707 ARTHUR GODFREY ROAD
MIAMI BEACH, FLORIDA 33140-9908
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FAX (305) 538-0410

PAUL B. STEINBERG (FLA. & D.C.)
ROBERT D. SLEWETT (FLA.)
ROBERT H. YAFFE (FLA.)
MORRIS L. STEINBERG (N.Y.)

* PLEASE REPLY TO OUR MIAMI BEACH OFFICE

February 14, 1996

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

100001716731
-02/16/96--01029--019
*****35.00 *****35.00

RE: THE FIVE MILLERS FAMILY FOUNDATION,
A Florida Corporation, Not for Profi.

Dear Sir or Madam:

Enclosed herewith please find the original and one copy of the Articles of Amendment to the Articles of Incorporation for the above corporation.

Also enclosed herewith is our check in the amount of Thirty-five dollars ($35.00) to cover the cost of the filing fee.

Please file the original and return the enclosed copy to our office as evidence that same has been filed.

If you have any questions regarding this matter, feel free to contact this office.

Sincerely yours,

M. Coffey

MICHELLE L. COFFEY
Legal Assistant to
Paul B. Steinberg, Esq.

FILED
96 MAR -7 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/mc
enc.

563
~~#789,564,671A~~
amend
LFT

NEW YORK OFFICE
574 FIFTH AVENUE
2ND FLOOR
NEW YORK, N.Y. 10036
(212) 391-2080

FILED

96 MAR -7 PM 12: 17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 19, 1996

Michelle L. Coffey
% Steinberg, Slowett & Yaffee, P.A.
767 Arthur Godrey Road
Miami Beach, FL 33140-9998

SUBJECT: THE FIVE MILLERS FAMILY FOUNDATION, INC.
Ref. Number: N96000000459

We have received your document for THE FIVE MILLERS FAMILY FOUNDATION, INC. and your check(s) totaling $35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 296A00007214

THE SENATOR LAW CENTER
707

LAW OFFICES
STEINBERG, SLEWETT & YAFFE, P.A.
707 ARTHUR GODFREY ROAD
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PAUL B. STEINBERG (FLA. & D.C.)
ROBERT D. SLEWETT (FLA.)
ROBERT H. YAFFE (FLA.)
MORRIS L. STEINBERG (N.Y.)

*PLEASE REPLY TO OUR MIAMI BEACH OFFICE

FILED
96 MAR -7 PM 12: 17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 5, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314
Attn: Louise Flemming-Jackson
Corporate Specialist Supervisor

RE: THE FIVE MILLERS FAMILY FOUNDATION, INC.
Reference No. 296A00007214

Dear Ms. Flemming-Jackson:

I am returning the Amendment previously filed for the Five Millers Family Foundation, Inc.

The meeting was held on February 13, 1996 and were adopted by the affirmative votes of a sufficient number of the Board of Directors and members attending said meeting.

Please proceed to file the enclosed document as amended.

Very truly yours,

PAUL B. STEINBERG

PBS/mc
enc.

NEW YORK OFFICE
574 FIFTH AVENUE
2ND FLOOR
NEW YORK, N.Y. 10036
(212) 391-2080

FILED

96 MAR -7 PM 12: 17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION OF
THE FIVE MILLERS FAMILY FOUNDATION, INC.,
a Florida Corporation, Not For Profit

Pursuant to the provisions of section 617.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments adopted at February 13, 1996 meeting:

(a) ARTICLE VII, Officers, is hereby amended, to indicate the following new officers of the corporation as determined by the Board of Directors who shall manage the affairs of the corporation until the next annual meeting of the Board of Directors or until such period of time as authorized by the Directors. The names and addresses of said officers who shall serve until their successors are elected by the Board of Directors are:

President	Dora Miller	5600 Collins Avenue Apt. 9E Miami Beach, Fl. 33140
Vice President	Paul B. Steinberg, Esq.	767 Arthur Godfrey Rd. Miami Beach, Fl. 33140
Secretary	Neil Mangot	90 Merrick Avenue East Meadow, N.Y. 11554

(b) ARTICLE VIII, Board of Directors, this article shall be amended to show the election by the members of the following members to the Board of Directors who shall serve until the first annual meeting of the members or until their successors are elected by the members. Said new directors are as follows:

Director	Dora Miller	5600 Collins Avenue Apt. 9E Miami Beach, Fl. 33140
Director	Paul B. Steinberg, Esq.	767 Arthur Godfrey Rd. Miami Beach, Fl. 33140
Director	Neil Mangot	90 Merrick Avenue East Meadow, N.Y. 11554

SECOND: The first amendment (a) was adopted by the Board of Directors. The number of votes cast for the amendment was sufficient for its approval.

The second amendment (b) was adopted by the members of the corporation. The number of votes cast for said amendment was sufficient for approval.

Signed this 13 day of February, 1996.

Signature: Dora Miller
DORA MILLER - President

Signature: Dora Miller
DORA MILLER - Chairman of the Board of Directors