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FLORIDA DIVISION OF CORPORATIONS

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FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

ACCT#:

CONTACT: CATHY LEACH

PHONE: (212)431-5000

FAX #:

(212)431-1441

NAME: MAX & PEARL ANN MARCO FAMILY FOUNDATION, INC

AUDIT NUMBER.....H96000017821

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

CERT. OF STATUS..0

PAGES..... 6

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 20, 1996

BLUMBERG/EXCELISOR CORPORATE SERVICES, INC.

SUBJECT: MAX & PEARL ANN MARCO FAMILY FOUNDATION
REF: W96000026718

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

ARTICLE V STATE THAT THERE WILL BE (4) AND THREE DIRECTORS ARE LISTED.

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) 487-6933.

Dana Calloway
Document Specialist

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ARTICLES OF INCORPORATION

OF

Max & Pearl Ann Marco Family Foundation, Inc.

Pursuant to Section 617.0202, Florida Statutes

ARTICLE I

The name of the corporation is:

Max & Pearl Ann Marco Family Foundation, Inc.

ARTICLE II

The address of the principal address of the corporation is:

4000 Island Boulevard, Williams Island, Florida 33160

ARTICLE III

The purpose of the corporation is as follows:

To exclusively receive, administer and donate funds for scientific, educational and charitable purposes, and to that end to hold any property, or any undivided interest therein, without limitation as to amount or value: to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the corporation, or any applicable laws; to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers.

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TALLAHASSEE, FLORIDA

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To have, in furtherance of its not-for-profit corporate purposes, all of the powers conferred upon corporations organized under the Florida not-for-Profit Corporation Act, subject to any limitations thereof contained in these Articles of Incorporation or under the laws of the State of Florida.

The general purposes for which this corporation is formed are to operate exclusively for such scientific, educational and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making or distributions to organizations which qualify as tax-exempt organizations under that Code.

ARTICLE IV

The provision for qualification of members and the manner of their admission will be provided for in the by-laws.

ARTICLE V

The initial board of directors shall consist of three (3) members. The names and addresses of the directors are as follows:

Max Marco
4000 Island Boulevard
Williams Island, Florida 33160

Pearl Ann Marco
4000 Island Boulevard
Williams Island, Florida 33160

David Marco
9 Isabella Way
Demarest, New Jersey 07627

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ARTICLE VI

Notwithstanding any other provisions of these articles, the corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under IRC Section 501(c)(3) or corresponding provisions of any subsequent Federal tax laws.

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code section 501(h)), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidates for public office.

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In the event of dissolution, all of the remaining assets and property of the corporation shall after necessary expenses thereof be distributed to another organization exempt under section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for public purposes, subject to an order of a Justice of the Supreme Court.

In any taxable year in which the corporation is a private foundation as described in section 509(a) of the Internal Revenue Code of 1986, the corporation shall distribute its income for said period at such time and manner as not to subject it to tax under section 4942 of the Code and the corporation shall not (a) engage in any act of self-dealing as defined in section 4941(d) of the Code (b) retain any excess business holdings as defined in section 4943(c) of the Code (c) make any investments in such manner as to subject the corporation to tax under section 4944 of the Code or (d) make any taxable expenditures as defined in section 4945(d) of the Code or corresponding provisions of any subsequent Federal tax laws.

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ARTICLE VII

The name and street address of the incorporator is as follows:

Jean M. Sherett
c/o BlumbergExcelsior Corporate Services, Inc.
62 White Street
New York, New York 10013

The undersigned incorporator has executed these Articles of
Incorporation this 19th day of December, 1996.


Jean M. Sherett

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New York, NY 10013
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DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

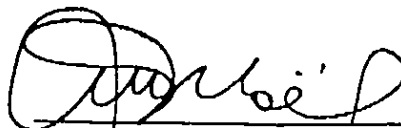
Max & Pearl Ann Marco Family Foundation, Inc.

2. The name and address of the registered agent and office is:

**BlumbergExcelsior Corporate Services, Inc.
4435 Old Winter Garden Road
Orlando, Florida 32802**

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I, the undersigned 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.



BY: Marc D. Moel

Assistant Secretary

For: BlumbergExcelsior Corporate
Services, Inc.

Dated: 12/19/96

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