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December 5, 1997

Department of State
Division of Corporations
Post Office 6327
Tallahassee, FL 32399

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****122.50 ****122.50

RE: L.B. Foundation, Inc.

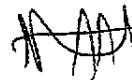
Gentlemen:

I enclose the original and one copy of the Articles of Incorporation for the L. B. Foundation, Inc., and a check for \$122.50 computed as follows:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent designation	35.00

Please certify the copy of the Articles and return it to me. I thank you for your attention to this matter.

Very truly yours,



Stephen A. Alger

SAA/aa

Enclosure(s): Original and one copy of the Articles of Incorporation
Check to Department of State

97 DEC -9 PM 3:49

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

RP
12-10-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**L.B. FOUNDATION, INC.
ARTICLES OF INCORPORATION**

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The undersigned, a citizen of the United States, acting as incorporator of a corporation under the Florida Not for Profit Corporation Act, pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation shall be L.B. FOUNDATION, INC.

ARTICLE II

Principal place of business and mailing address

The principal place of business and mailing address of this corporation shall be:

Principal Place of Business:	10101 Collins Avenue Palace Apt. #10B Bal Harbour, FL 33154	Mailing Address:	c/o Nelson J. Brandt 10101 Collins Avenue Palace Apt. #10B Bal Harbour, FL 33154
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ARTICLE III

Purposes

Said corporation is organized exclusively for charitable, eleemosynary, 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, or the corresponding section of any future federal tax code.

ARTICLE IV

Regulation of Internal Affairs

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 III 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 or in opposition to any candidate for public office. The corporation will distribute its income for each tax year at a time and in a 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. 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. 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. The corporation will not make any investments in a 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. 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 tax code. 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 the 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 the corresponding section of any future federal tax code.

ARTICLE V

Distribution of Assets on Dissolution

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 Internal Revenue 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 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 VI

Manner of election of directors

The manner in which the directors are elected or appointed shall be as stated in the by-laws.

ARTICLE VII

Initial Directors

The number of directors constituting the initial Board of Directors of the corporation is three (3), and the names and addresses of the persons who are to serve as the initial directors are:

Name	Address
Nelson J. Brandt	10101 Collins Avenue, Palace Apt. #10B Bal Harbour, FL 33154
Betty M. Brandt	10101 Collins Avenue, Palace Apt. #10B Bal Harbour, FL 33154
Robert J. Madigan	7880 Backlick Road Springfield, VA 22150

ARTICLE VIII Corporate Powers

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes.

ARTICLE IX Initial registered office and initial registered agent

The street address of the initial registered office and the name of the initial registered agent at that address is:

Stephen A. Alger, Esq.
66 West Flagler Street
Suite 700
Miami, FL 33130

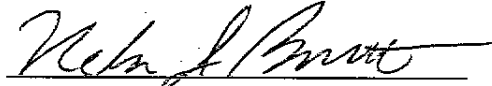
ARTICLE X Incorporator

The name and the street address of the incorporator for these articles of incorporation is:

Nelson J. Brandt
10101 Collins Avenue
Palace Apt. #10B
Bal Harbour, FL 33154

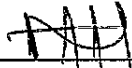
The undersigned incorporator has executed these Articles of Incorporation this 5th
day of December, 1997.

Signature of Incorporator:



Nelson J. Brandt

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 A. Alger

12/5/97

Date

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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