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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.
CONTACT: LUIS URIARTE
PHONE: (305)672-0686

ACCT#: 110432003053

FAX #: (305)672-9110

NAME: THE LEVINE FAMILY FOUNDATION, INC.

AUDIT NUMBER.....H98000009001

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

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida not-for-profit corporation is:

The Levine Family Foundation, Inc.

Article II. Address

The mailing address of the Corporation is:

The Levine Family Foundation, Inc.
2180 Ibis Isle, Apt #5
Palm Beach, FL 33480

Article III. Purpose

The Corporation is organized exclusively to engage in all lawful acts or activities not for pecuniary profit for which Florida not-for-profit corporations may be organized, so far as permitted by Code Section 501(c)(3), including the following: to accept, hold, invest, reinvest, and administer any gifts, bequests, devises, benefits of trusts (but not act as trustee of any trust), and property of any sort, without limitations as to amount or value, and to use, disburse, or donate the income or principal thereof for the public welfare or for religious, charitable, scientific, educational, or other similar purposes as well as to have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized. All references to "Code" are to the Internal Revenue Code of 1986 as amended or to corresponding provisions of future federal tax legislation.

Richard B. Comiter / FL Bar Member 330027
August, Comiter & Kulunas, P.A.
250 Australian Avenue South, Suite 1100
West Palm Beach, FL 33401
(561) 836-9600

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Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Richard B. Comiter, Esq.
250 Australian Avenue South, Suite 1100
West Palm Beach, FL 33401

Article V. Limitations

No part of the net earnings of the Corporation shall inure to the benefit of (or be distributable to) its 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Code Section 501(h). The Corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities except those permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)(3) and which entitle contributors to the Corporation to deduct their charitable contribution under Code Section 170(a).

If the Corporation is at any time deemed to be a private foundation within the meaning of Code Section 509(a), then for the period in which the Corporation is so deemed, the Corporation shall distribute its income for each tax year at such time and in such manner as not to subject the Corporation to tax under Code Section 4942, and the Corporation shall not engage in any act of self dealing as defined in Code Section 4941(d), retain any excess business holdings as defined in Code Section 4943(c), make any investments as to subject the Corporation to tax under Code Section 4944 or make any taxable expenditures as defined in Code Section 4945(d).

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Article VI. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three directors. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but may never be less than three. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Robert Levine
Vilean Taggersell
Lance Taggersell

Article VII. Incorporator

The name and address of the incorporator is:

Richard B. Comiter, Esq.
250 Australian Avenue South, Suite 1100
West Palm Beach, FL 33401

Article VIII. Dissolution

Upon the dissolution or winding up of the Corporation, the assets remaining after payment (or provision for payment) of the Corporation's debts and liabilities shall be distributed to a not-for-profit fund, foundation or corporation that has established its tax exempt status under Code Section 501(c)(3).

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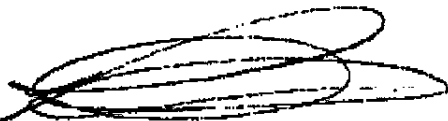
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Article IX. Corporate Existence

The corporate existence of the Corporation shall begin as of May 13, 1998.

The authorized representative of the incorporator executed these Articles of Incorporation on May 13, 1998.



Richard B. Comiter, Esq.

Richard B. Comiter / FL Bar Member 330027
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West Palm Beach, FL 33401
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

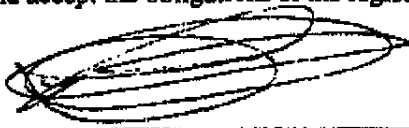
CORPORATION

The Levine Family Foundation, Inc.

REGISTERED AGENT/OFFICE:

Richard B. Comiter
August, Comiter & Kulunas, P.A.
250 Australian Avenue South, Suite 1100
West Palm Beach, FL 33401

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



RICHARD B. COMITER, ESQ.

Date: May 13, 1998

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