



ACCOUNT NO. : 072100000032

REFERENCE : 829693 81253A

AUTHORIZATION : *Patricia P. [signature]*

COST LIMIT : \$ 122.50

ORDER DATE : May 22, 1998

ORDER TIME : 10:15 AM

ORDER NO. : 829693-005

CUSTOMER NO: 81253A

CUSTOMER: Theodore R. Nelson, Esq
NELSON & FELDMAN

1135 Kane Concourse

Bay Harbor Isl, FL 33154

200002534882--0

DOMESTIC FILING

NAME: LOUIS AND ALTA LIPMAN
CHARITABLE FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 26 PM 1:01

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 26 PM 1:01
[Signature] 5/26/98

CERTIFICATE OF INCORPORATION
OF
LOUIS AND ALTA LIPMAN CHARITABLE FOUNDATION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
90 MAY 26 PM 1:01

We the undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of Florida Statute, Chapter 617, known as the "Florida Not-For-Profit Corporation Act," do hereby subscribe to this Certificate of Incorporation:

ARTICLE I

The name of the corporation is:

LOUIS AND ALTA LIPMAN CHARITABLE FOUNDATION, INC.

ARTICLE II

The general nature and purposes of the corporation and the objects and purposes proposed to be transacted, promoted or carried on by it, are as follows:

a) The purposes for which the Organization is organized are exclusively religious, charitable, scientific, literary and education within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

b) Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

c) To have all of the powers authorized a Florida Non-

For-Profit Corporation, pursuant to Chapter 617, Florida Statutes and Chapter 607 Florida Statutes. However, the Corporation shall not exercise any powers prohibited by the Florida Statutes, Florida Not-For-Profit Statutes or the Internal Revenue Code to a private foundation.

d) Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas, of the County in which the principal office of the organization is then located exclusively for such purposes.

ARTICLE III

This corporation is to exist perpetually.

ARTICLE IV

The qualifications for members and the manner of their admission will be as regulated by the By-Laws.

ARTICLE V

The initial registered office and mailing address of this corporation in the State of Florida is 1135 Kane Concourse, Bay Harbor Islands, Florida 33154, and the Registered Agent of the corporation at the registered address is: THEODORE R. NELSON.

ARTICLE VI

The number of Directors constituting the initial Board of

Directors shall be three (3). Thereafter, the number of directors shall not be less than three(3) nor more than five (5) as such number may be determined from time to time by vote of the Members. The names and post office addresses of the first Board of Directors who shall hold office the first year of the Corporation's existence, or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
LOUIS LIPMAN	5101 Collins Avenue Miami Beach, Florida 33140
JACK LIPMAN	22 Davis Drive Armonk, New York 10504-3005
THEODORE R. NELSON	1135 Kane Concourse Bay Harbor Islands, Florida 33154

ARTICLE VII

The initial officers of the corporation, to serve until replaced in accordance with the By-Laws to be adopted, are the following:

Louis Lipman, President	5101 Collins Avenue Miami Beach, Florida 33140
Jack Lipman, Vice President and Treasurer	22 Davis Drive Armonk, New York 10504-3005
Theodore R. Nelson, Secretary	1135 Kane Concourse Bay Harbor Islands, Florida 33154

ARTICLE VIII


The names and post office addresses of the subscribed to this Certificate of Incorporation is as follows:

Subscriber

Theodore R. Nelson,
Secretary

Address

1135 Kane Concourse
Bay Harbor Islands, Florida 33154



Theodore R. Nelson

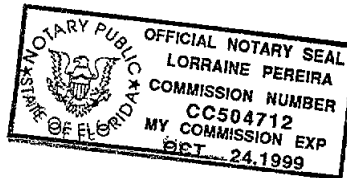
STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County above named to take acknowledgements, personally appeared THEODORE R. NELSON, to me well known to be the person described in and who executed the foregoing Certificate of Incorporation and acknowledged before me that he subscribed to said Certificate of Incorporation.

WITNESS my hand and official seal in the County and State above named this 21 day of May, 1998.



My Commission Expires:

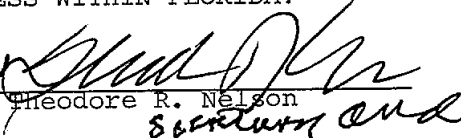


CERTIFICATE DESIGNATING PLACE OF RESIDENCE OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST: THAT LOUIS AND ALTA LIPMAN CHARITABLE FOUNDATION, INC.
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS AT
CITY OF Bay Harbor IslandSTATE OF FLORIDA, HAS NAMED THEODORE R.
NELSON, ESQ. LOCATED AT 1135 Kane Concourse
Town
~~CITY~~ OF Bay Harbor Islands , STATE OF FLORIDA, AS
ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE


Theodore R. Nelson

TITLE:

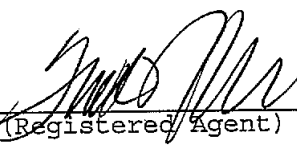
~~PRESIDENT~~ Secretary and Director

5-21-98

DATED

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY, AND IF FURTHER, AGREE TO COMPLY WITH
THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

SIGNATURE


(Registered Agent) Theodore R. Nelson

DATED

5-21-98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 26 PM 1:01