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REPLY TO: BOCA RATON

N98000005375

September 14, 1998

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

700002641037--6
-09/16/98--01058--007
****122.50 ****122.50

Re: Fay Zinn and Barbara Feldman Family Foundation, Inc.

Gentlemen:

Enclosed herewith is the original and one copy of the Articles of Incorporation of the above-named Florida not-for-profit corporation.

Also enclosed is a check in the amount of \$122.50 representing payment of the following:

1. Filing fee, \$35.
2. Certified copy fee, \$52.50, and
3. Registered agent designation, \$35.

Please file the enclosed articles of incorporation and advise the undersigned as soon as this has been completed.

Thank you for your courtesies in this matter.

Very truly yours,

Robert A. Chaves

RAC:mjp
Enclosures

cc: Sanford Reinhard, Esquire
Harris Rainbeau, C.P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH SEP 18 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FAY ZINN AND BARBARA FELDMAN FAMILY FOUNDATION, INC.

(A Corporation Not for Profit)

I, the undersigned, acting as incorporator of a corporation, being a natural person of the age of twenty-one years or more and a citizen of the United States, pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation of such corporation:

1.

NAME OF CORPORATION

The name of the corporation shall be:

FAY ZINN AND BARBARA FELDMAN FAMILY FOUNDATION, INC.

2.

DURATION

The period of the duration of this corporation shall be perpetual, unless dissolved according to law. The effective date shall be the date of the filing with the Florida Secretary of State.

3.

PURPOSES, POWERS & LIMITATIONS

a. The corporation is organized on a non-stock basis exclusively for charitable, scientific, literary, religious, and educational purposes set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and hereafter amended (the "Code"), without regard to race, color or creed, and the corporation shall have such powers as are necessary or proper to accomplish such purposes.

b. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501(c)(3), (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2), or (c) by a not for profit corporation organized under the laws of the State of Florida pursuant to Chapter 617, Florida Statutes.

c. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, the corporation's 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 contributions in furtherance of the purposes set forth in this article.

d. 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.

e. The corporation, during any period when it is a "private foundation" under Code Section 509(a), shall not (1) engage in any act of self-dealing as defined in Code Section 4941(d) which would give rise to any liability for the tax imposed by Code Section 4941(a), (2) retain any excess business holdings as defined in Code Section 4943(c) which would give rise to any liability for the tax imposed by Code Section 4943(a), (3) make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Code Section 4944 so as to give rise to any liability for the tax imposed by Code Section 4944, (4) make any taxable expenditures as defined in Code Section 4945(d) which would give rise to any liability for the tax imposed by Code Section 4945(a), or (5) fail to distribute, for the purposes specified in these articles, for each taxable year amounts at least sufficient to avoid liability for the tax imposed by Code Section 4942(a).

4.

MEMBERS

FAY ZINN shall be the initial voting member of the corporation and BARBARA FELDMAN shall be the initial nonvoting member. Additional voting and nonvoting members may be added from time to time by a majority vote of the voting members. If at any time, by reason of death, resignation, renunciation, incapacity, or otherwise, the corporation has no voting member, all then serving nonvoting members shall become voting members, and if there are no nonvoting members, the appointment of one voting member shall be immediately undertaken by the Board of Directors. Members may be removed as members only by majority vote of the voting members. Subject to the foregoing limitations, the provision for qualification of members, classes of members, and the manner of their admission shall be provided in the bylaws.

5.

BOARD OF DIRECTORS

a. The corporation shall be managed by the Board of Directors. This corporation shall have (3) directors who will be designated as a board of directors. The number of directors may be varied from time to time, by the bylaws, but shall never be less than three (3).

b. The directors do not have to be members of the corporation.

c. The directors shall be elected by the voting members and hold office in accordance with the bylaws.

d. The names and addresses of the persons who are to serve as the initial directors of the corporation are:

<i>NAME</i>	<i>ADDRESS</i>
FAY ZINN	9350 Bay Harbor Dr. West Bay Harbor Islands, FL 33154
BARBARA FELDMAN	35 South Street Washington, CT 06793
SANFORD REINHARD	2875 N.E. 191st Street, #404 North Miami Beach, FL 33180

6.

DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt organizations described in Code Sections 501(c)(3) and 170(c)(2) or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusively public purposes.

7.

INCORPORATOR

The name and address of the incorporator is:

FAY ZINN
9350 Bay Harbor Dr. West
Bay Harbor Islands, FL 33154

8.

REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be at Suite 107, 2101 Corporate Blvd., Boca Raton, Florida 33431, and the name of its initial registered agent shall be M & W Agents, Inc., Robert A. Chaves, Vice President.

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SECRETARY OF STATE
TALLAHASSEE, FL 32399

9.

ADDRESS

The address of the principal office of the corporation is 9350 Bay Harbor Dr. West, Bay Harbor Islands, Florida 33154, and its mailing address is the same.

10.

BY-LAWS

1. The Board of Directors of this corporation may provide such by-laws for the conduct of its business and the carrying out of its purpose as they may deem necessary from time to time.

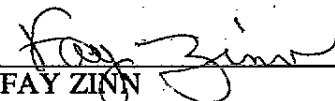
2. Upon proper notice the by-laws may be amended, altered or rescinded by a majority vote of those directors present at a regular meeting or any special meeting called for that purpose.

11.

AMENDMENTS

These Articles of Incorporation may be amended only by majority vote of the voting members.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10 day of Sept, 1998.


FAY ZINN

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named as Registered Agent for the FAY ZINN AND BARBARA FELDMAN FAMILY FOUNDATION, INC. at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity and agree to comply with the provisions of law in relation thereto.

M & W AGENTS, INC.

By: 
ROBERT A. CHAVES, Vice President