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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: KOEPEL, GOTTLIEB, MESCHES, HERZFELD & RUBIN
CONTACT: CATHERINE L HOLLYWOOD
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ACCT#: 104447002647

FAX #: (561)659-5399

NAME: THE PEDRO & CARLOS MORRISON FOUNDATION, INC.

AUDIT NUMBER.....H98000021020

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

CERT. OF STATUS..0

PAGES..... 7

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**ARTICLES OF INCORPORATION
OF**

THE PEDRO & CARLOS MORRISON FOUNDATION, INC.

The undersigned, for the purpose of forming a not for profit corporation under the Florida Not For Profit Corporation Act, hereby organize and incorporate under the laws of the State of Florida, as follows:

ARTICLE I - Name of Corporation

The name of this corporation (hereinafter called the "Corporation") is The Pedro & Carlos Morrison Foundation, Inc.

ARTICLE II - Address

The street address of the initial principal office of the Corporation is 222 Lakeview Avenue, Penthouse 5, West Palm Beach, Florida 33401, and the mailing address of the Corporation is the same.

ARTICLE III - Purpose

(a) The Corporation shall be a not for profit corporation under Florida Statute Sections 617.01011 et seq. The purposes for which the Corporation is to be formed are exclusively to receive and administer funds for scientific, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") and to that end to hold any property, or any undivided interest in property, 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 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 except as permitted under the Florida Not For Profit Corporation Act.

This instrument was prepared by:
Stuart M. Gottlieb, Esq.
Koeppel, Gottlieb, Mesches, Herzfeld & Rubin
222 Lakeview Avenue - Suite 260
West Palm Beach, Florida 33401
Florida Bar No. 314641
Tele. (561) 659-4020

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(b) No part of the net earnings of the Corporation shall inure to the benefit of any member, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, director, 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 the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any subsequent federal tax laws.

(d) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent federal tax laws.

(f) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any subsequent federal tax laws.

(g) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent federal tax laws.

(h) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Code and its Regulations as they now exist or as they may be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and Regulations as they now exist or as they may be amended.

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(i) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code and its Regulations as they now exist or as they may be amended.

(j) The Corporation shall not engage in any activity prohibited by Florida Statute Section 617.0835, or corresponding provisions of any subsequent statute of the State of Florida.

ARTICLE IV - Territory

The territory in which the operations of the Corporation are principally to be conducted is the United States of America, and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

ARTICLE V - Directors

The manner in which the directors of the Corporation are to be elected or appointed shall be as set forth in the Bylaws of the Corporation.

ARTICLE VI - Registered Agent

The street address of the Corporation's initial registered office is c/o Koepfel, Gottlieb, Mesches, Herzfeld & Rubin, 222 Lakeview Avenue, Suite 260, West Palm Beach, Florida 33401; the name of the Corporation's initial registered agent at the above address is Joel P. Koepfel; and the written acceptance of appointment of the initial registered agent is annexed hereto.

ARTICLE VII - Incorporators and Initial Directors

The name and address of each incorporator and initial director are:

<u>Name</u>	<u>Address</u>
Carlos G. Morrison	222 Lakeview Avenue, Penthouse 5 West Palm Beach, Florida 33401
Pedro G. Morrison	222 Lakeview Avenue, Penthouse 5 West Palm Beach, Florida 33401

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Louis M. Cohen

505 South Flagler Drive, Suite 900
West Palm Beach, Florida 33401

ARTICLE VIII - Initial Officers

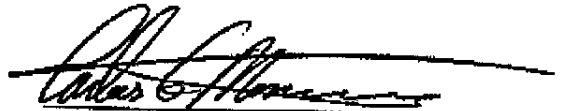
The initial officers of the Corporation who shall serve until the first annual meeting of the members and directors of the Corporation are:

<u>Name</u>	<u>Office</u>
Carlos G. Morrison	President
Pedro G. Morrison	Vice President
Louis M. Cohen	Secretary/Treasurer

ARTICLE IX - Corporate Existence

Except as provided herein or by applicable law, the existence of the Corporation shall be perpetual.

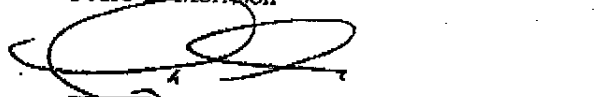
In witness whereof, the undersigned have signed these Articles of Incorporation on November 9, 1998.



Carlos G. Morrison



Pedro G. Morrison



Louis M. Cohen

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STATE OF FLORIDA)
)ss:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 9th day of November, 1998, by Carlos G. Morrison, who is personally known to me [Yes] [No] or who has produced _____ as identification.

Sign Name: *Dora Blanco*
Print Name: DORA BLANCO
Notary Public

[Notary Seal]



DORA BLANCO
My Commission CC519511
Expires Dec. 18, 1999

My commission expires: 12/18/99
My commission number is: CC 519511

STATE OF FLORIDA)
)ss:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 9th day of November, 1998, by Pedro G. Morrison, who is personally known to me [Yes] [No] or who has produced _____ as identification.

Sign Name: *Dora Blanco*
Print Name: DORA BLANCO
Notary Public

[Notary Seal]



DORA BLANCO
My Commission CC519511
Expires Dec. 18, 1999

My commission expires: 12/18/99
My commission number is: CC 519511

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STATE OF FLORIDA)
)ss:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 9th day of November, 1998, by Louis M. Cohen, who is personally known to me [Yes] [No] or who has produced _____ as identification.

[Notary Seal]



DORA BLANCO
My Commission CC519511
Expires Dec. 18, 1999

Sign Name: Dora Blanco
Print Name: DORA BLANCO
Notary Public

My commission expires: 12/18/99

My commission number is: CC519511

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE

**FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

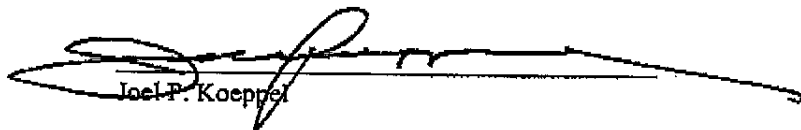
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In pursuant of Florida Statutes the following is submitted:

The Pedro & Carlos Morrison Foundation, Inc. has named Joel P. Koepfel, who is located at c/o Koepfel, Gottlieb, Mesches, Herzfeld & Rubin, 222 Lakeview Avenue, Suite 260, City of West Palm Beach, County of Palm Beach, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.


Joel P. Koepfel

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