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NAME: FRED AND YETTA KRUPNIK FAMILY FOUNDATION, IN AUDIT
NUMBER.....H98000022395 DOC TYPE.....FLORIDA NON-PROFIT CORPORATION CERT.
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ARTICLES OF INCORPORATION

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OF THE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FRED AND YETTA KRUPNIK FAMILY FOUNDATION, INC.

Under Chapter 617 of the
Florida Not For Profit Corporation Law

The undersigned, desiring to form a corporation pursuant to the provisions of the Florida Not for Profit Corporation Law, does hereby certify:

1. The name of the Corporation is the FRED and YETTA KRUPNIK Family Foundation, Inc., hereinafter referred to as the "Corporation".

2. The principal office and the mailing address of the Corporation shall be:

Senator Building
Suite 404
13899 Biscayne Boulevard
Miami, Florida 33181

3. The street address of the initial registration office of the Corporation is 13899 Biscayne Boulevard, Suite 404, Miami, Florida 33181, and the name of the Corporation's initial registered agent at that address is Paul D. Novack

4. The purposes of the Corporation are (A) to operate exclusively for religious, educational, charitable, scientific and literary purposes in the United States and abroad within the meaning of Sections 170 (c) (2) (B) and 501 (c) (3) of the Code, (B) to make distributions to other organizations qualifying under Section 501 (c) (3) if the Code primarily for the purpose of fostering and supporting (i) Jewish education, including, without limitation, the making of grants for the purpose of establishing endowment funds to provide a source of scholarship funds to needy and/or gifted students desiring to pursue a course of study in Jewish education and (ii) medical and scientific research relating to the prevention, cure and/or treatment of diseases, illnesses and genetic disorders and fostering and supporting activities which are aimed at making advancements in the medical, hospital and health care fields, and (C) to engage in any and all lawful activities in furtherance of the foregoing purposes, except as restricted herein or prohibited by law.

5. The Board of Directors of the Corporation shall consist of three (3) or more individuals who are at least eighteen (18) years of age and the members of the Board of Directors shall be elected in the manner and for terms as provided by the By-

Stuart A. Lipson, Esq.
Fla. Bar No. 885770
13899 Biscayne Blvd. #404
Miami, FL 33181
(305) 947-3000

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-Laws of the Corporation.

6. In furtherance of the foregoing purposes, the Corporation shall have all the general powers enumerated in Section 617.0302 of the Florida Not for Profit Corporation Law, together with the power to solicit and receive grants, bequests and contributions for the purposes of the Corporation and the power to maintain a fund or funds real or personal property in furtherance of the Corporation's purposes. The Corporation shall have the right to exercise all other powers which are, or hereafter may be, conferred by law upon a corporation organized for the above purposes or incidental to the conferred powers. Notwithstanding the foregoing, the Corporation shall not have the power to engage in any activities which are not in furtherance of its purposes as set fourth in Article 4 hereof or which would be inconsistent with or otherwise be prohibited or restricted by law.

7. Notwithstanding anything to the contrary in these Articles of Incorporation, the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status (A) as a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c) (3) of the Code, or (B) as a corporation contributions to which are deductible under Sections 170 (c) (2), 2055(a) or 2522(a) of the Code.

8. The Corporation is not formed for pecuniary profit or for financial gain and no part of its assets, net earnings, income or profit shall be distributed to or inure to the benefit of any member, trustee, director or officer of the Corporation or to any private individual. Reasonable compensation, however, may be paid for services rendered to or for the Corporation in furtherance of one or more of its purposes. No member, trustee, director or officer of the Corporation or any private person shall be entitled to share in the distribution of any of the Corporation's assets on dissolution of the Corporation.

9. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted by Section 501(h) of the Code) and the Corporation shall not participate in or intervene in (including the publishing or the distributing of statements in connection with) any political campaign on behalf of any candidate for public office.

10. In the event of dissolution of the Corporation, all of the remaining assets and property of the Corporation shall, after payment of or due provision for all necessary expenses thereof, be distributed to organizations as shall then be in existence and qualify under Section 501 (c) (3) of the Code in accordance with a plan approved by the Corporation and filed with the Department of State of the State of Florida.

11. In accordance with Section 508 (e) of the Code, if in any taxable year the Corporation is a private foundation as defined in Section 509 of the Code, then in such year:

(A) The Corporation shall distribute such amounts for each taxable year at such-

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- time and in such manner as not to subject the Corporation to tax on undistributed income under Section 4942 of the Code;

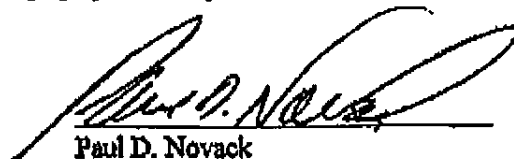
- (B) The Corporation shall not engage in any act of self-dealing which is subject to tax under Section 4941 of the Code;
- (C) The Corporation shall not retain any excess business holdings which are subject to tax under Section 4943 of the Code;
- (D) The Corporation shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code;
- (E) The Corporation shall not make any taxable expenditures which are subject to tax under Section 4945 of the Code.

12. All references herein to the Code are to the Internal Revenue Code of 1986 and shall be deemed to include both amendments thereto and statutes which succeed the provisions thereof (i.e., the corresponding provisions of the future United States Internal Revenue Laws).

13. The name and address of the person signing these Articles of Incorporation is:

Paul D. Novack
Senator Building
Suite 404
13899 Biscayne Boulevard
Miami, Florida 33181

IN WITNESS WHEREOF this certificate has been signed and the statements made herein affirmed as true under the penalties of perjury this 23 day of November 1998


Paul D. Novack

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**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH

That the FRED and YETTA KRUPNIK Family Foundation, Inc. deciding to organize under the laws of the State of Florida, has named Paul D. Novack, located at Senator Building, Suite 404, 13899 Biscayne Boulevard Miami, Florida 33181, 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 agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes.

Dated this 2nd day of November, 1998


Paul D. Novack, Registered Agent

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TALLAHASSEE, FLORIDA

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