

Telephone: (561) 655-9500
Facsimile: (561) 655-9508

November 30, 1998

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*****78.75 *****78.75

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: The David Joffe Family Foundation, Inc.

Dear Sir or Madam:

Enclosed is the original and a copy of the Articles of Incorporation for the above-referenced corporation. Please provide to us, in the enclosed self-addressed stamped envelope, a certified copy of the Articles of Incorporation. Also enclosed is a check in the amount of \$78.75 for the filing fee and the certified copy.

If you have any questions, please do not hesitate to call me.

Sincerely,

Joshua A. Payne

JAP
Enclosures

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98 DEC -1 AM 11:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

THE DAVID JOFFE FAMILY FOUNDATION, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned acting as incorporator of a nonprofit corporation under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE ONE

The name of the Corporation is THE DAVID JOFFE FAMILY FOUNDATION, INC. (the "Corporation").

ARTICLE TWO

The term of existence of the Corporation is perpetual.

ARTICLE THREE

The Corporation is organized exclusively for one or more of the following purposes:

1. Religious, charitable, scientific, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and 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 Code.

2. To apply the income, and if the Corporation so decides, the principal, of such property as the Corporation may from time to time possess, in aid of the prior enumerated purposes, including the giving of such income and principal to any other domestic or foreign charitable corporation, association, organization or trust; provided, however, that any such domestic or foreign corporation, association, organization or trust is organized and operated exclusively for charitable, religious, educational, or scientific purposes within the meaning of Code Section 501(c)(3) or the corresponding provisions of any future federal tax code.

With respect to all of the prior enumerated purposes, however, the Corporation shall be subject to the following limitations and restrictions:

a. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 the prior enumerated purposes. No 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

b. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of

the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

c. For any period in which the Corporation is a private foundation within the meaning of Code Section 509(a), the Corporation shall also be subject to the following additional limitations:

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

(ii) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding section of any future federal tax code.

(iii) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding section of any future federal tax code.

(iv) The Corporation shall not make any investments

in such a manner as to subject it to tax under Section 4944 of the Code, or the corresponding section of any future federal tax code.

(v) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding section of any future federal tax code.

The Corporation shall have and may exercise all powers necessary or convenient to effect, or which are conducive to the attainment of, any or all of the prior enumerated purposes, subject to such limitations as are provided by law.

ARTICLE FOUR

The address of the principal office of and mailing address of the Corporation is 440 Royal Palm Way, Suite 200, Palm Beach, Florida 33480.

ARTICLE FIVE

There shall be three (3) members of the initial Board of Directors of the Corporation. The number of Directors may be increased or decreased from time to time by the Board of Directors but the number of directors shall never be less than three (3). The election of the Directors of the Corporation shall be as stated in the By-Laws of the Corporation.

ARTICLE SIX

The address of the Corporation's initial registered office is c/o Chopin, Miller & Yudenfreund, 440 Royal Palm Way, Suite 200, Palm Beach, Florida 33480 and the name of its initial registered agent at that address is Joel H. Yudenfreund.

ARTICLE SEVEN

The Corporation is a nonstock corporation and shall have no authority to issue any capital stock. The conditions of membership in the Corporation shall be as stated in the By-Laws of the Corporation.

ARTICLE EIGHT

The initial By-Laws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws of the Corporation or adopt new By-Laws shall be as provided in the By-Laws.

ARTICLE NINE

The Corporation shall, to the fullest extent permitted by law as now or hereafter in effect, indemnify all persons whom it may indemnify. The indemnification provided by this Article shall not limit or exclude any rights, indemnities or limitations of liabilities to which any person may be entitled, whether as a matter of law, under the By-Laws of the Corporation, by agreement,

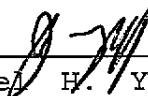
vote of the members of disinterested Directors of the Corporation or otherwise.

ARTICLE TEN

The name and address of the incorporator is Joel H. Yudenfreund, Chopin, Miller & Yudenfreund, 440 Royal Palm Way, Suite 200, Palm Beach, Florida 33480.

WITNESS the hand and seal of said incorporator this 27th day of

November, 1998.

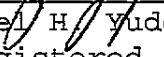


Joel H. Yudenfreund, Incorporator

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

Pursuant to Section 617.0501, Florida Statutes, the following
is submitted: That The David Joffe Family Foundation, Inc.,
desiring to organize under the laws of the State of Florida with
its principal office in the County of Palm Beach, State of Florida,
has named Joel H. Yudenfreund, located at 440 Royal Palm Way, Suite
200, Palm Beach, Florida 33480 as its agent to accept service of
process within this State.

Having been named to accept service of process for the above
referenced Corporation, I hereby accept the appointment as
Registered Agent and agree to act in this capacity. I further
agree to comply with the provisions of all statutes relating to the
proper and complete performance of my duties, and I am familiar
with and accept the obligations of my position as registered agent.



Joel H. Yudenfreund
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA