



THE UNITED STATES CORPORATION COMPANY

N99000003270

99 MAY 26 PM 1:08

SECRETARY OF STATE TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 254205 6099A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pruitt

ORDER DATE : May 26, 1999

ORDER TIME : 10:47 AM

ORDER NO. : 254205-005

100002887231--4

CUSTOMER NO: 6099A

CUSTOMER: Martin V. Katz, Esq
MOYLE FLANIGAN KATZ FITZGERALD
MOYLE FLANIGAN KATZ FITZGERALD
P. O. Box 3888
625 N. Flagler Dr., 9th Floor
West Palm Beach, FL 33402

DOMESTIC FILING

NAME: THE BERNARD STERN FOUNDATION, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

PH
5/26/99 (6)

RECEIVED
99 MAY 26 AM 11:58
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE BERNARD STERN FOUNDATION, INC.

FILED
99 MAY 26 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name of Corporation

The name of this Corporation shall be THE BERNARD STERN FOUNDATION , INC. (hereinafter the "Corporation"). The principal office and mailing address of the Corporation will be 10631 Stonebridge Boulevard, Boca Raton, Florida 33498.

ARTICLE II

Purposes

The purposes for which this Corporation are organized are exclusively charitable, scientific, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States Internal Revenue Law.

ARTICLE III

Prohibited Activities

No dividend shall be paid, and no part of the income of this Corporation shall be distributed to its directors, officers or committee members, except that this Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to its directors, officers and committee members and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

No substantial part of the activities of this Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and this 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.

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or any other corresponding provisions of any future United States Internal Revenue Law or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or any other corresponding provisions of any future United States Internal Revenue Law.

ARTICLE IV

Membership

This Corporation shall have no members.

ARTICLE V

Corporate Duration

This Corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 10631 Stonebridge Boulevard, Boca Raton, Florida 33498, and the name of the initial registered agent of this Corporation located at such address is Henry J. Stern.

ARTICLE VII

Board of Directors

This Corporation shall have three (3) Directors initially. The number of Directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than three (3). The names and addresses of the initial Directors of this Corporation, who shall serve until their successors are elected or appointed and have qualified pursuant to the Bylaws of this Corporation, are:

Henry J. Stern	10631 Stonebridge Boulevard Boca Raton, FL 33498
Ellen Stern	10631 Stonebridge Boulevard Boca Raton, FL 33498
John M. Stern	300 River Valley Road Atlanta, GA 30328

ARTICLE VIII

Bylaws

The Bylaws of this Corporation may be made, altered, amended or rescinded at any meeting of the Board of Directors of this Corporation by the affirmative vote of a majority of the Directors present at any such meeting.

ARTICLE IX

Amendment to Articles of Incorporation

These Articles of Incorporation may be amended at any meeting of the Board of Directors of this Corporation by the affirmative vote of a majority of the Directors present at any such meeting.

ARTICLE X

Indemnification

The Corporation shall indemnify to the fullest extent permitted by law, including the advancement of costs and expenses, all current or former officers, directors, employees, and other persons permitted by law to be indemnified.

ARTICLE XI

Dissolution

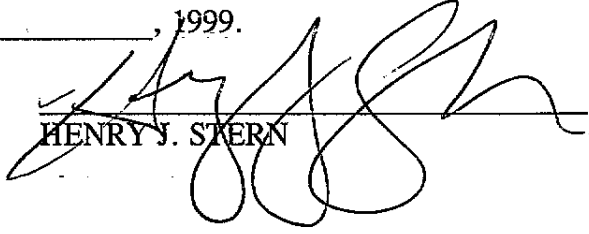
In the event of dissolution, any residual assets of this Corporation will be distributed for one or more exempt purposes or purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding sections of any future Internal Revenue law of the United States.

ARTICLE XII

Incorporator

The name and address of the incorporator of this Corporation is: Henry J. Stern,
10631 Stonebridge Boulevard, Boca Raton, FL 33498.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles
of Incorporation, this 20th day of May, 1999.

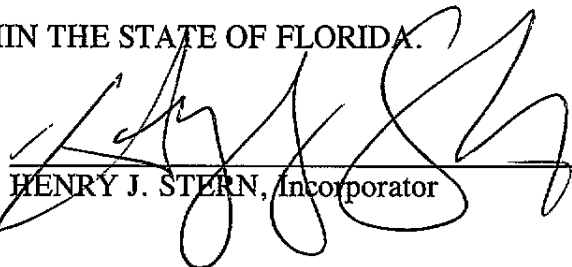

HENRY J. STERN

CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA.
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

FILED
99 MAY 26 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

THAT THE BERNARD STERN FOUNDATION, INC. DESIRING TO ORGANIZE
OR QUALIFY AS A CORPORATION NOT FOR PROFIT UNDER THE LAWS OF THE
STATE OF FLORIDA, WITH ITS INITIAL REGISTERED OFFICES AT 10631 Stonebridge
Boulevard,
Boca Raton, FL 33498 HAS NAMED HENRY J. STERN LOCATED AT 10631 Stonebridge
Boulevard, Boca Raton, FL 33498 AS ITS REGISTERED AGENT TO ACCEPT SERVICE
OF PROCESS FOR THE CORPORATION WITHIN THE STATE OF FLORIDA.


HENRY J. STERN, Incorporator

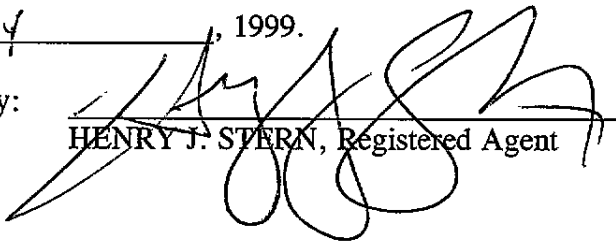
May 20, 1999

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Corporation, at
the place designated in this Certificate, I hereby accept the responsibility to act in this
capacity, and agree to comply with the provisions of Florida Statutes relative to keeping open
said office and further accept the duties and obligations of Section 617.0503, Florida Statutes.

DATED this 20th day of May, 1999.

By:


HENRY J. STERN, Registered Agent