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April 30, 1997

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

000002895230--7
-06/04/99--01049--009
*****70.00 *****70.00

Re: THE SHIRLEY G. BENEROFE FOUNDATION INC.

Enclosed herein please find the Articles of Incorporation for the above named Not for Profit. Please file the document and return to me a stamped filed copy of the Articles. Enclosed is my firm's check for \$70.00 to cover the state's filing fees.

Please return proof of filing to this office in the enclosed Federal Express envelope for your convenience.

Thank you for giving this matter your attention.

Very truly yours,

Lawrence A. Kirsch
Lawrence A. Kirsch

LAK/ss
Enc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN -4 PM 5: 26

Lawrence Kirsch GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Art. 1 + R/Halbes*
DATE *6/9/99*
DOC. EXAM *Devin Brewer*

B. BROWN JUN - 9 1999

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN -4 PM 5:26

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a Corporation pursuant to Chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation of such corporation:

ARTICLE I

The name of the corporation shall be: The Shirley G. Benerofe Foundation Inc.

The principal place of business of this corporation shall be:
4 New King Street
P.O. Box 339
Purchase, New York 10577-0339

ARTICLE II

The period of the duration of this corporation is perpetual
unless dissolved according to law.

ARTICLE III

The purpose (purposes) for which the corporation is organized is (are):
general charitable purposes

ARTICLE IV

The qualifications for members and the manner of their admission are: No members

ARTICLE V

The number constituting the initial Board of directors, trustee or managers, (circle one) of the corporation is Three, and the names and addresses of the persons who are to serve initially are: (not less than 3). The manner in which the directors are elected is as stated in the By-Laws.

NAME	ADDRESS
Andrew R. Benerofe	18 Cottage Avenue, Purchase, NY 10577
James C. Benerofe	28 Ethelridge, White Plains, NY 10605
Mitchell I. Benerofe	15 Hutchinson Ct., Great Neck, NY 11023

ARTICLE VI

This corporation is organized under a non-stock basis.

ARTICLE VII

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or Local Government for exclusive public purpose.

ARTICLE VIII

The name and address of each incorporator is

Andrew R. Benerofe	18 Cottage Avenue, Purchase, NY 10577
James C. Benerofe	28 Ethelridge, White Plains, NY 10605
Mitchell I. Benerofe	15 Hutchinson Ct., Great Neck, NY 11023

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this 27 day of May, 1999.

Signature(s) of Incorporator(s)

[Signature]
Print name here: ANDREW R. BENEROFE

[Signature]
Print name here: JAMES C. BENEROFE

[Signature]
Print name here: MITCHELL I. BENEROFE

STATE OF ~~FLORIDA~~ NEW YORK
COUNTY OF WESTCHESTER

THE FOREGOING instrument was acknowledged and sworn to before me this 25 day of May, 1999, by ANDREW R. BENEROFE, JAMES C. BENEROFE and MITCHELL I. BENEROFE (name of incorporator) of THE SHIRLEY G. BENEROFE FOUNDATION (name of corporation)

(SEAL)

[Signature]
Notary Public

PATRICIA GUARDINO
Notary Public, State of New York
No. 01GU6016637
Qualified in Westchester County
Commission Expires November 23, 2000

My Commission Expires: 11/23/2000

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF INCORPORATION

The Shirley G. Benerofe Foundation Inc.

NationsCorp Registered Agents, Inc., a Florida corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

NATIONSCORP REGISTERED AGENTS, INC.
526 EAST PARK AVE.
SUITE 200
TALLAHASSEE, FL 32301

NationsCorp Registered Agents, Inc.

By


Its Agent Betty B. Young

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SECRETARY OF CORPORATIONS
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