



THE UNITED STATES
CORPORATION
COMPANY

N99000003608

FILED

99 JUN 11 PM 1:40

ACCOUNT NO. : 072100000032

REFERENCE : 270904 4340248

AUTHORIZATION :

Patricia Pujols

COST LIMIT : \$ 70

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 10, 1999

ORDER TIME : 11:24 AM

ORDER NO. : 270904-005

CUSTOMER NO: 4340248

700002901917--4

CUSTOMER: Richard H. Waxman, Esq
KAHN & WAXMAN, P.A.
KAHN & WAXMAN, P.A.
630 Third Ave.
17th Floor
New York, NY 10017

DOMESTIC FILING

NAME: THE BROWN FAMILY FOUNDATION,
INC.

EFFECTIVE DATE:

XX 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: Christine Lillich

EXAMINER'S INITIALS

RECEIVED
99 JUN 11 PM 12:13
DEPARTMENT OF STATE
DIVISION OF CORPORATE
TALLAHASSEE, FLORIDA
PK
6/11/99
S

ARTICLES OF INCORPORATION
OF
THE BROWN FAMILY FOUNDATION, INC.
(A Not for Profit Corporation)

FILED
99 JUN 11 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation, being a natural person of the age of twenty-one years or more and a citizen of the United States, pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation of such corporation:

ARTICLE 1.
NAME OF CORPORATION

The name of the corporation shall be:

THE BROWN FAMILY FOUNDATION, INC.

ARTICLE 2.
DURATION

The duration of this corporation shall be perpetual, unless dissolved according to law. The effective date shall be the date of filing of these Articles of Incorporation with the Florida Secretary of State.

ARTICLE 3.
PURPOSES, POWERS AND LIMITATIONS

a. The corporation is organized on a non-stock basis exclusively for charitable, scientific, literary, religious and educational purposes set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and hereafter amended (the "Code"), without regard to race, color or creed. The corporation shall have such powers as are necessary or proper to accomplish such purposes.

b. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under code Section 501(c)(3), (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2), or (c) by a not for profit corporation organized under the laws of the State of Florida pursuant to Chapter 617, Florida Statutes.

c. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, the corporation, members, directors, 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 contributions in furtherance of the purposes set forth in this article.

d. 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

e. The corporation, during any period when it is a "private foundation" under code Section 509(a), shall not (1) engage in any act of self-dealing as defined in Code Section 4941(d) which would give rise to any liability for the tax imposed by Code Section 4941(a), (2) retain any excess business holdings as defined in Code Section 4943(c), which would give rise to any liability for the tax imposed by Code Section 4943(a), (3) make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Code Section 4944 so as to give rise to any liability for tax imposed by Code Section 4944, (4) make any taxable expenditures as defined in Code Section 4945(d) which would give rise to any liability for the tax imposed by Code Section 4945(a), or (5) fail to distribute, for the purposes specified in these articles, for each taxable year amounts at least sufficient to avoid liability for the tax imposed by Code Section 4942(a).

ARTICLE 4. MEMBERS

Gary N. Brown and Toni Brown shall be the initial voting members of the corporation. Additional voting and nonvoting members may be added from time to time by a majority vote of the voting members. If at any time, by reason of death, resignation, renunciation, incapacity, or otherwise, the corporation has no voting member, all then serving nonvoting members shall become voting members, and if there are no nonvoting members, the appointment of one voting member shall be immediately undertaken by the Board of Directors. Members may be removed as members only by majority vote of the voting members. Subject to the foregoing limitations, the provision for qualification of members, classes of members, and the manner of their admission shall be provided in the by-laws.

ARTICLE 5. BOARD OF DIRECTORS

a. The corporation shall be managed by the Board of Directors. This corporation shall have (3) directors who will be designated as a board of directors. The number of directors may be varied from time to time by the bylaws, but shall never be less than three (3).

b. The directors do not have to be members of the corporation.

c. The directors shall be elected by the voting members and shall hold office in accordance with the by-laws.

d. The names and addresses of the persons who are to serve as the initial directors of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Gary N. Brown	3435 Stallion Lane Weston, FL 33331
Toni Brown	3435 Stallion Lane Weston, FL 33331
Ron Feinberg	9400 Sea Turtle Manor Plantation, FL 33324

ARTICLE 6. DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt organizations described in Code Sections 501(c)(3) and 170(c)(2) or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusively public purposes.

ARTICLE 7. INCORPORATOR

The name and address of the incorporator is:

Richard H. Waxman
Kahn & Waxman, P.A.
2101 N.W. Corporate Blvd., Ste. 220
Boca Raton, Florida 33431

ARTICLE 8. REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be at 2101 N.W. Corporate Blvd., Suite 220, Boca Raton, Florida 33431, and the name of its initial registered agent shall be Kahn & Waxman, P.A.

ARTICLE 9.
ADDRESS

The address of the principal office of the corporation is c/o Kahn & Waxman, P.A., 2101 N.W. Corporate Blvd., Boca Raton, FL 33431 and its mailing address is c/o Gary N. Brown, P.O. Box 450453, Sunrise, FL 33435.

ARTICLE 10.
BY-LAWS

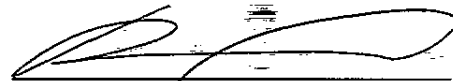
1. The Board of Directors of this corporation may provide such by-laws for the conduct of its business and the carrying out of its purpose as they may deem necessary from time to time.

2. Upon proper notice the by-laws may be amended, altered or rescinded by a majority vote of those directors present at a regular meeting or any special meeting called for that purpose.

ARTICLE 11.
AMENDMENTS

These Articles of Incorporation may be amended only by unanimous approval of the voting members.

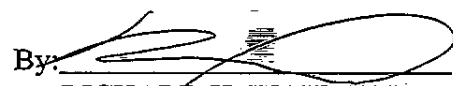
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9th day of June 1999.


RICHARD H. WAXMAN

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named as Registered Agent for THE BROWN FAMILY FOUNDATION, INC. at the place designated in these Articles of Incorporation, the undersigned hereby agrees to act in this capacity and agrees to comply with the provisions of law in relation thereto.

KAHN & WAXMAN, P.A.

By: 
RICHARD H. WAXMAN
Vice President