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LEFTON FAMILY FOUNDATION, INC.

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RESTATED
ARTICLES OF INCORPORATION
OF
LEFTON FAMILY FOUNDATION, INC.
(a Florida Not for Profit Corporation)

1. The name of the Corporation is the LEFTON FAMILY FOUNDATION, INC. (the "Corporation").

2. These Restated Articles of Incorporation are a complete restatement of the Articles of Incorporation of the Corporation. There are no members of the Corporation, and, as such, member approval is not required. These Restated Articles of Incorporation have been duly adopted by unanimous written consent by all of the members of the Board of Directors of the Corporation which is effective as of JUNE 23, 2006, and these Restated Articles of Incorporation shall be effective as of such date.

3. Pursuant to the provisions of Florida Statutes §617.1007, the Corporation hereby restates its Articles of Incorporation (these "Articles") in their entirety to read as follows:

ARTICLE I.
NAME

The name of the corporation shall be "LEFTON FAMILY FOUNDATION, INC." (hereinafter referred to as the "Corporation").

ARTICLE II.
CORPORATE NATURE

The Corporation is a corporation not for profit organized pursuant to the Florida Not for Profit Corporation Act set forth in Chapter 617, Florida Statutes.

ARTICLE III.
ADDRESS OF PRINCIPAL OFFICE

The street address of the initial principal office and the mailing address of the Corporation is 3250 Mary Street, Miami, Florida 33133.

ARTICLE IV.
PURPOSES

A The purposes of the Corporation are to receive and administer money and property for religious, charitable, scientific, educational, and literary purposes within the meaning of §501(c)(3) of the Code, including but not limited to making distributions to organizations that are exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code. Notwithstanding any other provision of these Articles, the Corporation is organized and shall operate exclusively for such purposes.

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References in these Articles to the "Code" are to Sections of the Internal Revenue Code of 1986, as amended, as now enacted, or to corresponding provisions of any future United States revenue law in force and effect during the continuance of the Corporation.

B The Corporation hereby expresses its intent to be an organization exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code, and to be an organization contributions to which are deductible under §§170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii) and 2522(a)(2) of the Code.

ARTICLE V. MANAGEMENT

All power and authority of the Corporation shall be vested in and exercised by its Board of Directors, which shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided by the Bylaws of the Corporation. The number of Directors shall be as provided in the Bylaws of the Corporation, but the Board of Directors shall at all times consist of not less than (3) members. The method of electing members of the Board of Directors shall be as provided in the Bylaws of the Corporation. The voting and other rights of the members of the Board of Directors shall be as provided in the Bylaws of the Corporation.

ARTICLE VI. CURRENT BOARD OF DIRECTORS

The names and addresses of the current Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
DONALD E. LEFTON	3250 Mary Street, Miami, Florida 33133
JUDITH LEFTON	3250 Mary Street, Miami, Florida 33133
LISA M. TABATCHNICK	3250 Mary Street, Miami, Florida 33133
ROBYN C. FISHER	3250 Mary Street, Miami, Florida 33133

ARTICLE VII. POWERS

The Corporation shall have the power to (i) receive, acquire, own, maintain and use its assets for the purposes for which it is organized, (ii) raise funds by any legal means for the encouragement of its purposes, (iii) acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation, (iv) exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized, and (v) exercise all powers granted to a corporation not for profit under Florida law. In addition to the foregoing powers, the Corporation shall have any additional powers specified in its Bylaws.

ARTICLE VIII. LIMITATIONS

A No part of the net earnings, gains or assets of the Corporation shall inure to the benefit of or be distributable to any Director or officer of the Corporation, or to any other private persons, or to any organizations organized and operated for profit, except that the Corporation

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shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

B No part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

C Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code, or by an organization contributions to which are deductible under §§170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii) and 2522(a)(2) of the Code.

D The Corporation, if it is a "private foundation" as defined in §509(a) of the Code at any time, shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code §4942(a), and shall not:

1. Engage in any act of "self-dealing" as defined in Code §4941(d), which would give rise to any liability for the tax imposed by Code §4941(a);
2. Acquire or retain any "excess business holdings" as defined in Code §4943(c), which would give rise to any liability for the tax imposed by Code §4943(a);
3. Make any investment which would jeopardize the carrying out of any of its exempt purposes within the meaning of Code §4944, so as to give rise to any liability for the tax imposed by Code §4944(a); or

Make any "taxable expenditures" as defined in Code §4945(d), which would give rise to any liability for the tax imposed by Code §4945(a).

The references in this Paragraph to designated sections of the Code shall be deemed to include any corresponding provisions of Federal tax laws at any time and from time to time in force and effect during the continuance of the Corporation.

ARTICLE IX. REGISTERED OFFICE AND AGENT

The name of the registered agent of the Corporation is **DONALD E. LEFTON**, and the street address of the Corporation's initial registered agent is 3250 Mary Street, Miami, Florida 33133.

ARTICLE X. INCORPORATOR

The name of the sole incorporator of the Corporation is **DONALD E. LEFTON** and the address of such incorporator is 3250 Mary Street, Miami, Florida 33133.

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ARTICLE XI.
CONTRIBUTIONS

The Corporation may solicit contributions from all possible sources including, but not limited to, individual, corporate and community sources.

ARTICLE XII.
DISTRIBUTION ON DISSOLUTION

Upon the dissolution and winding up of the Corporation:

1. The assets of the corporation remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to such one or more organizations exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code, as provided in the Bylaws of the Corporation.

2. If any assets of the Corporation are not disposed of pursuant to Paragraph (1) of this Article, such remaining assets shall be distributed to such one or more organizations exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code, as determined by the Board of Directors.

3. If any assets of the Corporation are not disposed of pursuant to Paragraphs (1) or (2) of this Article, such remaining assets shall be distributed to such one or more organizations exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code, as determined by the Circuit Court of the County in which the principal office of the Corporation is then located.

In making any distributions pursuant to Paragraphs (2) or (3) of this Article, the Board of Directors or the Circuit Court, as the case may be, shall use their best efforts to make such distributions to organizations which have purposes similar to the Corporation.

ARTICLE XIII.
NO MEMBERS

The Corporation shall not have Members.

ARTICLE XIV.
DURATION

The period of the duration of the Corporation commenced on the date that the initial Articles of Incorporation were filed in the office of the Secretary of State of the State of Florida and shall continue until the Corporation is dissolved in accordance with law and the provisions of the Bylaws of the Corporation.

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ARTICLE XV.**BYLAWS**

The Corporation's Board of Directors shall adopt Bylaws for the regulation and management of the affairs of the Corporation. The Corporation's Bylaws may contain any provisions not inconsistent with law or these Articles of Incorporation, including without limitation one or more events of dissolution. The Corporation's Bylaws may be amended, altered, or repealed and new Bylaws may be adopted only as provided in the Corporation's Bylaws.

ARTICLE XVI.**AMENDMENT**

These Articles of Incorporation may be altered, amended or repealed only by DONALD E. LEFTON during his life and while he is not Unable to Act. After the death of DONALD E. LEFTON, or if he is Unable to Act, these Articles may not be altered, amended or repealed by any person. Notwithstanding the foregoing sentence, after the death of DONALD E. LEFTON, or if he is Unable to Act, the Board of Directors may, by unanimous agreement, amend these Articles if such an amendment is required for the Corporation to continue to qualify as an organization described in Section 501(c)(3) of the Code. Any such amendment shall only be made to the minimum extent necessary to continue such qualification.

For purposes of these Articles, DONALD E. LEFTON shall be "Unable to Act" if and so long as he shall, in the opinion of two medically certified doctors, be incapable of performing his duties by reason of advanced age, illness, accident, or any other cause.

I HEREBY CERTIFY that the foregoing Restated Articles of Incorporation of LEFTON FAMILY FOUNDATION, INC. are the Articles of Incorporation duly adopted by the Board of Directors of the Corporation by unanimous written consent of the Board of Directors effective as of JUNE 23, 2006.

LEFTON FAMILY FOUNDATION, INC.By: 

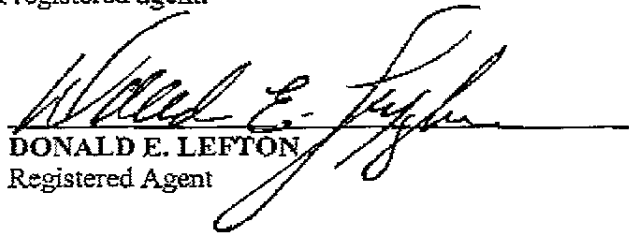
Donald E. Lefton, President

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**CONSENT OF REGISTERED AGENT
OF
LEFTON FAMILY FOUNDATION, INC.**

The undersigned, Donald E. Lefton, having been named as registered agent to accept service of process for LEFTON FAMILY FOUNDATION, INC., a Florida Not for Profit corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties as registered agent, and the undersigned is familiar with and accepts the obligations of the position of registered agent.


DONALD E. LEFTON
Registered Agent

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