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CSC THE UNITED STATES CORPORATION COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

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AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 70.00

ORDER DATE : December 23, 1999

ORDER TIME : 1:50 PM

ORDER NO. : 527611-005

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CUSTOMER NO: 4804310

CUSTOMER: Mr. Glenn Fox
WALTER CONSTON ALEXANDER &
WALTER CONSTON ALEXANDER &
90 Park Avenue
14th Floor
New York, NY 10016

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: THE FLAHERTY 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: Janine Lazzarini

EXAMINER'S INITIALS: PH 12/27/99

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be The Flaherty Family Foundation, Inc.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

AND MAILING ADDRESS

The principal place of business and mailing address of this corporation shall be 5965 Clubhouse Drive, Vero Beach, Florida 32967, Attention: Joseph V. Flaherty.

ARTICLE III

PURPOSE

The corporation is organized exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code").

ARTICLE IV

MANNER OF ELECTION OF DIRECTORS

The affairs and business of the corporation shall be conducted by a Board of Directors or through its duly elected executive committee. The Board shall consist of not less than 3 persons. The members of the Board shall be elected annually by the existing directors.

The initial Board of Directors and their addresses shall be:

Name	Address
Joseph V. Flaherty	5965 Clubhouse Drive Vero Beach. Florida, 32967
Terry A. Flaherty	5965 Clubhouse Drive Vero Beach. Florida, 32967
Joseph Abraham	Frendel, Brown & Weissman 655 Third Avenue New York, NY 10017

In the event of a vacancy on the Board of Directors by reason of death, resignation or removal, the replacement Director shall be elected in accordance with the By-Laws.

ARTICLE V

LIMITATION OF CORPORATE POWER

The corporate powers of this corporation are as provided in Section 617.0302, Florida Statutes, and are limited as follows:

1. No part of the net earnings of the corporation shall inure to the benefit of any member, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes, and except to the extent that benefit inures to persons in accordance with the carrying out of the corporation's charitable purposes as herein defined), and no member, director, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

2. No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, except to the extent permitted by the Code and

directly related to the corporation's charitable purposes.

3. The corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

4. Notwithstanding any other provisions of the certificate, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization except under Section 501(c)(3) of the Code or by an organization contributions to which are deductible under Sections 170(a), 2522(a) or 2055(a) of the Code.

ARTICLE VI

DISSOLUTION

Upon dissolution of the corporation, the Board of Directors of the corporation shall, after paying or making provision for the payment of all liabilities of the corporation, distribute all residual assets of the corporation to one or more organizations which themselves are described in Sections 501(c)(3) and 170(c)(2) of the Code, or to the federal, state or local government for exclusive public purposes. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for charitable purposes, or such organization or organizations organized and operated exclusively for such charitable purposes, as set court shall determine.

ARTICLE VII

INITIAL REGISTERED AGENT

AND STREET ADDRESS

The name and address of the initial registered agent is Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator for these Articles of Incorporation is Lloyd L. Rothenberg, c/o Walter, Conston, Alexander & Green, P.C., 90 Park Avenue, New York, New York 10016.

The undersigned Incorporator has executed these Articles of Incorporation this 21st day of December, 1999.

Lloyd L. Rothenberg

Incorporator

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ACCEPTANCE OF REGISTERED AGENT

DESIGNATED IN THE ARTICLES OF INCORPORATION

CORPORATION SERVICE COMPANY, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

THE FLAHERTY FAMILY FOUNDATION, INC.

CORPORATION SERVICE COMPANY is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Laura R. Dun

Typed Name: LAURA R. DUNLAP