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December 28, 1995

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

200001686142
-01/11/96--01013--020
****122.50 ****122.50

Re: Articles of Incorporation

Gentlemen:

Enclosed for filing please find an original and one copy of Articles of Incorporation for Harbor Holdings Co.

Also enclosed please find a check in the amount of \$122.50 to cover the filing fee and fee for a certified copy. Please mail the certified copy to me at the address above.

Thank you for your immediate attention to this matter.

Very truly yours,

MIRKIN & WOOLF, P.A.


Mark H. Mirkin
MHM/cmf

cc: James F. Miller, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTERED JAN 8 1996

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HARBOR HOLDINGS CO.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be Harbor Holdings Co. The principal place of business shall be c/o Miller & Woods, P.A., 1400 Centrepark Blvd. #860, West Palm Beach, Florida 33401.

ARTICLE II. NATURE OF BUSINESS

The Corporation may engage in or transact all lawful activities or businesses permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The total number of shares of all classes which the Corporation shall have authority to issue is one million (1,000,000) shares of common stock having a par value of one cent (\$0.01) per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the Corporation shall be c/o Miller & Woods, P.A., 1400 Centrepark Blvd. #860, West Palm Beach, Florida 33401 and the name of the initial registered agent of the Corporation at that address is James F. Miller, Esq.

ARTICLE V. TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE VI. DIRECTORS

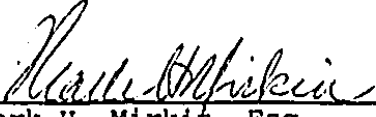
The Corporation shall have three (3) directors initially. The names and addresses of the initial members of the Board of Directors are James F. Miller, Esq., 1400 Centrepark Blvd. #860, West Palm Beach, Florida 33401, Thomas K. Pierce, Esq., 154 Sea-

shore Dr., Jupiter, Florida 33477, and Steven R. Woods, Esq.,
1400 Centrepark Blvd. #860, West Palm Beach, Florida 33401.

ARTICLE VII. INCORPORATOR

The name and address of the incorporator to these Articles
of Incorporation are Mark H. Mirkin, Esq., 1700 Palm Beach Lakes
Blvd. #580, West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, the undersigned has hereunto set his
hand and seal on this 28th day of December, 1995.



Mark H. Mirkin, Esq.

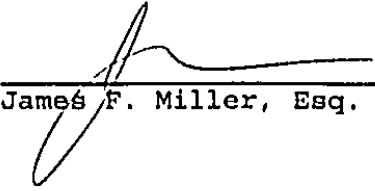
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

The following is submitted in accordance with the requirements of Chapter 48.091, Florida Statutes:

HARBOR HOLDINGS CO., desiring to organize under the laws of the State of Florida with its registered office address, as indicated in the Articles of Incorporation, as c/o Miller & Woods, P.A., 1400 Centrepark Blvd. #860, West Palm Beach, Florida 33401 has named James F. Miller, Esq. as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated Corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, F.S., relative to keeping open said office.


James F. Miller, Esq.

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
for
THE LOWER PRIMATE CONSERVATION FOUNDATION, INC.

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 is: **THE LOWER PRIMATE CONSERVATION FOUNDATION, INC.** (hereinafter "the Foundation").

ARTICLE II—Principal place of business and mailing address

The activities of the Foundation are to be conducted in the State of Florida and such other places outside Florida as its Board of Directors shall determine from time to time. The street address of the Foundation's initial registered office is: 3414 South Fitch Avenue, Inverness, Florida 32652; and the name of the Foundation's initial registered agent at that office is: Penelope Bodry-Sanders. The principal place of business is the same as the registered office.

ARTICLE III—Purposes

The specific purposes for which the Foundation is organized are as follows: The Foundation is formed exclusively for charitable, scientific, and educational purposes within the meaning of Sections 170(c)(2)(B) and 501(c)(3) of the Internal Revenue Code of 1986, as amended, or successor statute, as they may now exist or as hereafter amended (hereinafter "IRC §"), consisting of the following:

A. To establish and maintain a viable captive breeding colony of endangered prosimian (lower primate) species that are not well-represented in zoological parks or other captive breeding programs, but nonetheless require protection for their inherent value and their value to the larger picture of primate evolution and ecology, thereby preserving, promulgating, and contributing to the worldwide genetic pool of lemur species;

B. To serve the scientific community by making available its small cross-section of lemurs for behavioral research; and

C. To engage in such other related and other activities in furtherance of the purposes described in IRC §§ 170(c)(2)(B) and 501(c)(3) and the regulations thereunder, including the making of grants or other distributions, in amounts determined by the Board of Trustees of the Foundation, to organizations that qualify as exempt under IRC §501(a) as organizations described in IRC §501(c)(3) and the regulations thereunder.

ARTICLE IV—Corporate powers

The powers of the Foundation are as set forth in Section 617.0302, Florida Statutes, and subject to those provisions and to such limitations and conditions as are or may be prescribed by law, the Foundation, as a means of accomplishing the above purposes, may:

A. Accept, acquire, receive, take, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of the objects and purposes of the

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TALLAHASSEE, FLORIDA

Foundation, any money or property, both real and personal, of whatever kind, nature, or description and wherever situated;

B. Sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of any such property, both real and personal, as the objects and purposes of the Foundation may require, subject to such limitation as may be prescribed by law or in this Certificate of Incorporation of the Foundation;

C. Borrow money and to make, accept, endorse, execute, and issue promissory notes and other obligations for money borrowed or in payment for property acquired, or for any of the other purposes of the Foundation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the Foundation, wherever situated, whether now owned or hereafter to be acquired;

D. Make payments in satisfaction of obligations and to acquire property as reasonable compensation for services rendered, as grants or other such distributions, and for any other matters consistent with the purposes of the Foundation;

E. Invest and reinvest its funds in such common or preferred stock, bonds, debentures, mortgages, or in such other securities and properties as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided that such limitations and conditions are not in conflict with the provisions of IRC §501(c)(3);

F. Acquire the assets of other non-profit corporations which are organized for similar charitable or educational purposes, whether by purchase, gift, merger, consolidation, or otherwise;

G. Carry on any activity and to deal with and expend any such property or income from it for any of the foregoing purposes, without limitation (except those imposed upon the use of such property by the donor); and

H. In general, and subject to such limitations and conditions as are or may be prescribed by law, have and exercise such other powers now or hereafter to be conferred by law upon a corporation organized for the purposes set forth above, or necessary or incidental to any or all of the purposes for which the Foundation is formed;

provided, however, that all such acts further the purposes of the Foundation as set forth herein.

ARTICLE V—Members

The Foundation shall not have members but shall be operated by the directors.

ARTICLE VI—Directors

The affairs of the Foundation shall be conducted by the Board of Directors of the Foundation consisting of not less than three (3) persons, as the by-laws of the Foundation prescribe from time to time.

ARTICLE VII—Manner of election of directors

The method for the election of the directors of the Foundation shall be stated in the by-laws of the Foundation.

ARTICLE VIII--Initial directors

The names and street addresses of the individuals who are to serve as the initial directors of the Foundation are as follows:

<u>Name</u>	<u>Address</u>
Penelope Bodry-Sanders	3414 South Fitch Avenue Inverness, Florida 32652
Mackarness Mowbray Goode	3414 South Fitch Avenue Inverness, Florida 32652
John Cochran	5236 Northwest 47th Lane Gainesville, Florida 32606

ARTICLE IX--By-laws

The Board of Directors of the Foundation shall have the power to make, alter, or repeal the by-laws of the Foundation.

ARTICLE X--Limitations

A. The Foundation is organized and shall be operated exclusively for charitable, scientific, and educational purposes within the meaning of IRC §§170(c)(2)(B) and 501(c)(3).

B. No part of the income or net earnings of the Foundation shall inure to the benefit of, or be distributable to, any

(1) director, trustee, or officer of the Foundation, or

(2) any private individual,

except that reasonable payments may be made as compensation for services rendered and as reimbursement of expenses incurred to, or on behalf of, the Foundation.

C. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except to the extent authorized by IRC §501(h)).

D. The Foundation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

E. No individual director, trustee, or officer of the Foundation or any other private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Foundation.

F. Notwithstanding any other provision herein, the Foundation shall not carry on any activities not permitted to be carried on by an organization (i) exempt from Federal income taxation under IRC §501(a) as an organization described in IRC §501(c)(3), and (ii) contributions to which are deductible under §§170(c)(2), 2055(a)(2), and 2522(a).

G. The Foundation shall have no authority to issue capital stock.

ARTICLE XI--Dissolution

The eventual dissolution or other termination of the Foundation, whether voluntary or involuntary, shall be subject to the following provisions. The remaining assets of the Foundation, after the payment or provision for the payment of all debts and necessary expenses, shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors of the Foundation may determine, or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to one or more organizations (i) which then qualify for exemption under the provisions of IRC §501(a) as an organization or organizations described in IRC §501(c)(3) and the regulations thereunder, and (ii) contributions to which are deductible under IRC §170(c)(2) and the regulations thereunder. Any such assets not so distributed shall be disposed of by any court with jurisdiction in the county in which the principal office of the Foundation is then located, exclusively in such manner as in the judgment of such court will best accomplish the general purposes for which the Foundation was organized.

ARTICLE XII--Incorporator

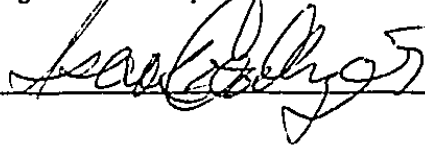
The name and address of the sole incorporator of the Foundation is as follows:

Name
Isaac Godinger

Address
165 West Twenty-Third Street
New York, NY 10011

The undersigned incorporator has executed these Articles of Incorporation this 3rd day of January, 1996.

Signature of incorporator:



Isaac Godinger

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: _____
THE LOWER PRIMATE CONSERVATION FOUNDATION, INC.

2. The name and address of the registered agent and office is:

Penelope Bodry-Sanders

(Name)

3414 South Fitch Avenue

(P.O. Box NOT acceptable)

Inverness, Florida 32652

(City/State/Zip)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

SIGNATURE

Penelope Bodry-Sanders

DATE

1/2/96

REGISTERED AGENT FILING FEE: \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314