

FIRST CODICIL TO
LAST WILL AND TESTAMENT OF
SIMON L. BERNSTEIN

ORIGINAL DOCUMENT AT
LAW OFFICES OF
STEVEN I. GREENWALD, P.A.
Boca Palm Professional Plaza
6971 N. Federal Highway
Suite 105
Boca Raton, Florida 33487

I, SIMON L. BERNSTEIN, a resident of the County of Palm Beach, State of Florida, declare that this is the First Codicil to my Last Will and Testament which is dated August 15, 2000.


FIRST: I revoke, in its entirety, Article EIGHTH of my Last Will and Testament. In place of this revoked Article EIGHTH, I substitute the following:

"EIGHTH: I nominate and appoint my wife, SHIRLEY BERNSTEIN, as my Personal Representative. If my wife fails to qualify or ceases to be qualified, I nominate and appoint in her place the following individuals who shall be entitled to qualify, singly and in the order named: STEVEN I. GREENWALD, ESQUIRE; LISA SUE FRIEDSTEIN; PAMELA BETH SIMON.

With respect to any trust created under Article THIRD, Article FOURTH or subdivision (a) of Article FIFTH of this Will, I nominate and appoint my wife, my daughter LISA SUE FRIEDSTEIN, and my daughter PAMELA BETH SIMON as Trustees hereunder.

With respect to any trust created under Article SIXTH or Article SEVENTH of this Will, I nominate and appoint my wife, SHIRLEY BERNSTEIN, and my daughter PAMELA BETH SIMON as Trustees.

If either my wife, or PAMELA BETH SIMON fails to qualify or ceases to be qualified, I nominate and appoint in her place the following individuals who shall be entitled to qualify, singly and in the order named: LISA SUE FRIEDSTEIN; JILL IANTONI.



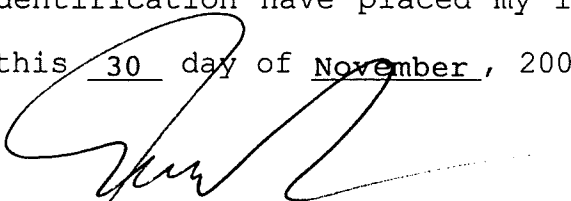
My Personal Representatives and Trustees at any time qualified hereunder are authorized and empowered to designate a person or persons or a bank or trust company to act with them and, subject to the foregoing, a sole surviving Personal Representative or Trustee at any time qualified hereunder is authorized and empowered to designate a person or persons or a bank or trust company to act with or to succeed him or her; provided, however, that JEANNIE BERNSTEIN shall never be designated as or serve as a Personal Representative or as a Trustee of any trust created hereunder.

At all times at least one Trustee of any trust created hereunder shall not have an interest in the income or principal of such trust.

I direct that no bond or other security shall be required of any Personal Representative or Trustee named herein or designated as herein provided for any reason whatsoever."

SECOND: I hereby confirm and republish my Will dated August 15, 2000, in all respects other than those herein mentioned.

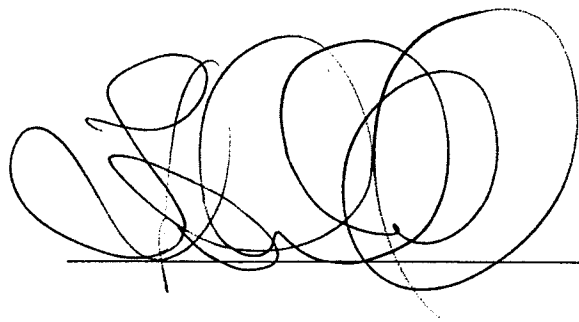
IN WITNESS WHEREOF, I have signed this First Codicil consisting of 4 pages, this and the following pages included, and for the purpose of identification have placed my initials at the bottom of all pages, this 30 day of November, 2001.



SIMON L. BERNSTEIN

We certify that the above instrument was on the date thereof signed and declared by SIMON L. BERNSTEIN, as a First Codicil to his Will dated August 15, 2000, in our presence and that we, in his presence and in the presence of each other, have signed our names as witnesses thereto, believing SIMON L. BERNSTEIN to be of sound mind at the time of signing.

Shila Cywik residing at 1344 N.W. 82nd Ave.
Coral Springs, Fl. 33071

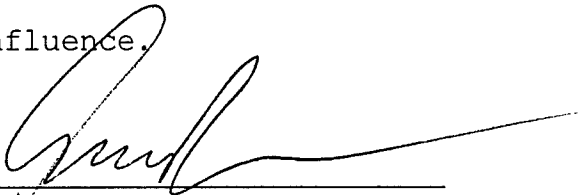
 residing at 7239 Ballantrae Court
Boca Raton, Fl. 33496

SELF-PROOF AFFIDAVIT

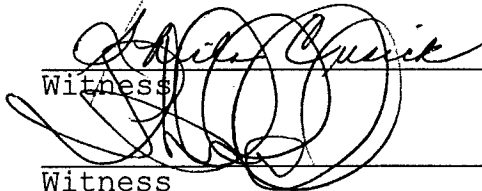
STATE OF FLORIDA

COUNTY OF PALM BEACH

We, SIMON L. BERNSTEIN, the Testator and the witnesses respectively, whose names are signed to the attached or foregoing instrument, having been sworn, declared to the undersigned officer that the Testator signed this instrument as his First Codicil to his Last Will and Testament, and that he signed voluntarily and that each of the witnesses in the presence of the Testator, at his request, and in the presence of each other signed the Codicil as a witness and to the best of the knowledge of each witness the Testator was at that time 18 or more years of age, of sound mind and under no constraint or undue influence.



Testator

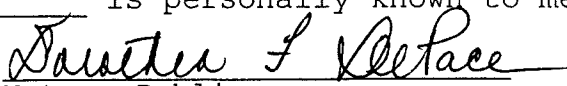


Witness



Witness

Subscribed and sworn to before me by SIMON L. BERNSTEIN, the Testator, Sheila Cusick and Steven I. Greenwald, the witnesses, on the 30 day of November, 2001, all of whom personally appeared before me. SIMON L. BERNSTEIN is personally known to me, Sheila Cusick is personally known to me, and Steven I. Greenwald is personally known to me.



Notary Public

My Commission Expires:

