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(Requestor's Name)

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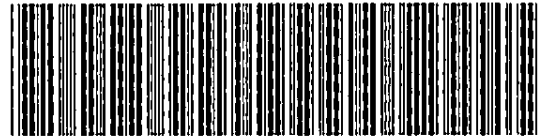
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: WYNWOOD WALLS FOUNDATION, INC.

DOCUMENT NUMBER: N21000005216

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

CHRISTOPHER A. DISCHINO, ESQ.
(Name of Contact Person)

DISCHINO & SCHAMY, PLLC
(Firm/ Company)

4770 BISCAYNE BLVD., SUITE 600
(Address)

MIAMI, FL 33137
(City/ State and Zip Code)

ADMIN@DSMIAMI.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

CHRISTOPHER@DSMIAMI.COM 786 581-2542
(Name of Contact Person) at (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
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| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
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(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|-----------------------------------------------------|------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

AMENDED AND RESTATED ARTICLES OF INCORPORATION

of

WYNWOOD WALLS FOUNDATION, INC.,
a Florida not-for-profit corporation
("Corporation")

The undersigned Incorporator, for purposes of forming a Florida not-for-profit corporation under the Florida Not for Profit Corporations Act, hereby adopts the following Articles of Incorporation.

ARTICLE I
NAME

The name of the Corporation is:

WYNWOOD WALLS FOUNDATION, INC.

ARTICLE II
PRINCIPAL AND MAILING ADDRESS

The initial principal place of business of the Corporation shall be located at:

2214 NW 1ST PLACE, 2ND FLOOR
MIAMI, FL 33127

The mailing address of the Corporation is:

2214 NW 1ST PLACE, 2ND FLOOR
MIAMI, FL 33127

ARTICLE III
PURPOSE

The specific purpose for which this Corporation is organized is:

THE CORPORATION IS ORGANIZED EXCLUSIVELY FOR CHARITABLE, EDUCATIONAL, AND SCIENTIFIC PURPOSES, INCLUDING FOR SUCH PURPOSES, THE MAKING OF DISTRIBUTIONS TO ORGANIZATIONS UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE (OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE OR AMENDMENT THERETO). WITHOUT LIMITING THE FOREGOING GENERAL PURPOSES OF THE CORPORATION, THE SPECIFIC PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED IS TO PROVIDE SUPPORT, RESOURCES, EDUCATIONAL PROGRAMMING, AND

OPPORTUNITIES FOR ARTISTS TO EXPRESS THEMSELVES, EXCEED THE PERCEIVED LIMITS OF THEIR CREATIVITY, AND RESHAPE LOCAL COMMUNITIES.

ARTICLE IV
MANNER OF ELECTION OF DIRECTORS

AT ALL TIMES, THE CORPORATION SHALL MAINTAIN A BOARD OF DIRECTORS OF A MINIMUM OF THREE (3) INDIVIDUALS AND A MAXIMUM OF NINE (9) INDIVIDUALS. THE MANNER IN WHICH DIRECTORS ARE ELECTED OR APPOINTED IS PROVIDED IN THE BYLAWS OF THE CORPORATION.

ARTICLE V
OFFICERS

The initial Officer of the Corporation shall be:

JESSICA GOLDMAN SREBNICK - PST
2214 NW 1ST PLACE, 2ND FLOOR
MIAMI, FL 33127

ARTICLE VI
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:

DANIEL WHYTE
2214 NW 1ST PLACE, 2ND FLOOR
MIAMI, FL 33127

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator is:

JESSICA GOLDMAN SREBNICK
2214 NW 1ST PLACE, 2ND FLOOR
MIAMI, FL 33127

ARTICLE VIII
BYLAWS

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL THE BYLAWS OF WYNWOOD WALLS FOUNDATION, INC. SHALL BE VESTED IN THE DIRECTORS OF THE CORPORATION, AS MORE SPECIFICALLY PROVIDED IN

THE BYLAWS OF THE CORPORATION.

ARTICLE IX
BOARD OF DIRECTORS

THE BUSINESS AND AFFAIRS OF THE CORPORATION SHALL BE MANAGED BY A BOARD OF DIRECTORS.

ARTICLE X
LIMITATION OF ACTIVITIES

SECTION 1. NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO ITS MEMBERS, TRUSTEES, DIRECTORS, OFFICERS OR OTHER PRIVATE PERSONS, EXCEPT THAT THE CORPORATION SHALL BE EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES RENDERED AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF ITS SECTION 501(C)(3) PURPOSES.

SECTION 2. 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, OR IN OPPOSITION TO, ANY CANDIDATE FOR PUBLIC OFFICE.

SECTION 3. NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, THE CORPORATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON (A) BY A CORPORATION OR ORGANIZATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE (OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE) OR (B) BY A CORPORATION OR ORGANIZATION, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170(C)(2) OF THE INTERNAL REVENUE CODE (OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.)

ARTICLE XI
DISSOLUTION

UPON THE DISSOLUTION OF THE CORPORATION, THE DIRECTORS OF THE CORPORATION SHALL, AFTER PAYING OR MAKING PROVISIONS FOR THE PAYMENT OF ALL OF THE LIABILITIES OF THE CORPORATION, DISTRIBUTE ALL THE RESIDUAL ASSETS OF THE CORPORATION TO SUCH ORGANIZATION OR ORGANIZATIONS ORGANIZED AND OPERATED EXCLUSIVELY FOR CHARITABLE, EDUCATIONAL, RELIGIOUS OR

SCIENTIFIC PURPOSES WHICH, AT THE TIME OF SUCH DISPOSITION, QUALIFY AS AN EXEMPT ORGANIZATION OR ORGANIZATIONS UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE, OR SHALL BE DISTRIBUTED TO THE FEDERAL GOVERNMENT, OR TO A STATE OR LOCAL GOVERNMENT, FOR A PUBLIC PURPOSE.

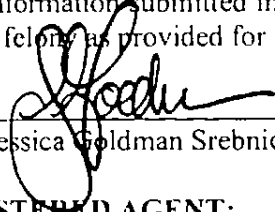
ARTICLE XII
AMENDMENTS

THESE ARTICLES OF INCORPORATION MAY BE AMENDED BY THE DIRECTORS OF THE CORPORATION IN ACCORDANCE WITH THE PROCEDURE SET FORTH IN CHAPTER 617, FLORIDA STATUTES, AS MAY BE AMENDED FROM TIME TO TIME.

INCORPORATOR:

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in s. 817.155, F.S.

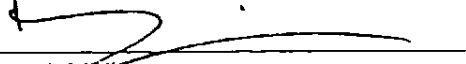
By: _____


Jessica Goldman Srebnick

REGISTERED AGENT:

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

By: _____


Daniel Whyte