

ROBERT GERARD TARDIF
ATTORNEY AT LAW
FLORIDA BAR NO. #080028
(Serving Dade County for 43 years)

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PA7000027271

Secretary of State,
Division of Corporations,
New Filing Section,
P.O.Box 6327,
Tallahassee, Fl., 32314

March 8, 1997
New Filing:
HOLOCAUST HEROES & HEROINES, INC.

To Whom It May Concern:

Please find enclosed my office Trust check # 1085 ^(s/A) in the amount of \$122.50 to cover the costs of:

Filing fee for HOLOCAUST HEROES & HEROINES, INC. ...	\$ 35.00
Registered Agent Designation ...	\$ 35.00
Certified copy ...	\$ 52.50
Total ...	\$122.50

Please return certified copy of Articles of Incorporation to:

→ Robert Gerard Tardif, Esq., as attorney for HOLOCAUST HEROES & HEROINES, INC., and/or direct any further inquiry to this office.

Respectfully submitted,

Enc: Ck. # (\$122.50)

Robert Gerard Tardif
Robert Gerard Tardif

CORP HERO LC @ 19

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APPROVED
AND
FILED
97 MAR 21 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
HOLOCAUST HEROES & HEROINES, INC.

APPROVED
AND
FILED
97 MAR 21 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

I

The name ...
of the corporation shall be HOLOCAUST HEROES & HEROINES, INC.

II

The purposes and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

B. The primary purpose and nature of the business of the corporation will be to tell the story of the tens of thousands of men & women who risked their lives to aid and shelter Jews fleeing the Nazi terror during World War II; and,

C. To offer fresh insights into the neglected aspects of the role that church groups played in the rescue of holocaust refugees.

D. It is understood that the corporations' primary vehicle in telling this story will be a "web site" on the Internet communications system which will reach a worldwide audience.

E. To draw, make, accept, endorse, discount, execute, & issue promissory notes, & other negotiable instruments, or other obligations of this corporation, whether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.

F. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

G. To purchase, hold, sell & transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; & provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for purpose of any stockholder's quorum or vote.

H. Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind & description and to do any and all other acts and things, and to exercise any & all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do & exercise, and which now or hereafter may be authorized by law.

III

The number of shares of stock that this corporation is authorized to have outstanding at any time is ONE THOUSAND (1000) SHARES at \$1.00 par value.

IV

The amount of capital with which this corporation shall begin business shall be ONE (\$1,000.00) THOUSAND DOLLARS.

V

The existence of this corporation shall be perpetual.

VI

The principal office of this corporation shall be located at 6046 Winding Brook Way, Delray Beach, Fl., 33484, Palm Beach County, Fl.

VII

The Board of Directors of this corporation shall consist of not less than ONE (1) Director and not more than THREE (3) Directors.

VIII

The name and address of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, & the laws of Florida, hold office for the first year of the corporation's existence, or until his successor shall have been elected & qualified, is as follows:
WALTER MACHOS, 6046 Winding Brook Way, Delray Beach, Fl., 33484-8508.

IX

The registered agent and the registered office for this corporation is: WALTER MACHOS, 6046 Winding Brook Way, Delray Beach, Fl., 33484-8508.

X

The name and address of each subscriber to these Articles of Incorporation, and the number of shares of stock each agrees to take, the total aggregate amount of which shall be the sum of \$1,000.00, the amount of capital with which this corporation shall begin business, is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>AMOUNTS</u>
WALTER MACHOS,	6046 Winding Brook Way Delray Beach, Fl., 33484	1000	\$1,000.00

XI

The officer of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be:

WALTER MACHOS.

XII

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder or the successor of all shares of the stockholder, or when there are 2 or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors & Officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of 2 directors who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: PRESIDENT, V. PRESIDENT, SECRETARY, TREASURER, & such other offices as are permitted by the By-Laws of the corporation. The officers shall serve for 1 year after their election or until their successors are elected or appointed & have qualified. The manner & form of electing/appointing officers/directors shall be set out in By-laws.

XIII

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of this corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

Walter Machos
WALTER MACHOS.

IN WITNESS WHEREOF, I have hereunto made, subscribed & acknowledged these Articles of Incorporation.

Walter Machos
WALTER MACHOS.

STATE OF FLORIDA)
COUNTY OF DADE)

I hereby certify that on this day personally appeared WALTER MACHOS to me well known to be the same described in & who executed these Articles of Incorporation, & acknowledged the Articles to be the act & deed of the subscriber & that the facts set forth therein are true.

WITNESS my hand and seal at Miami, Dade County, Florida, this 18th day of March, 1997.

ROBERT GERARD TARDIF
Notary Public, State of Florida
My Comm. Expires June 19, 1998
No. CC 380098
Bonded thru Official Notary Service

Robert Gerard Tardif
ROBERT GERARD TARDIF, NOTARY

APPROVED
AND
FILED

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

MAR 21 PM 1:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Articles of Incorporation of HOLOCAUST HEROES & HEROINES, INC., a Florida corporation & having been made Registered Agent to accept service of process of this corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

I acknowledge that I am familiar with and accept the duties and responsibilities as Registered Agent for HOLOCAUST HEROES & HEROINES, a Florida corporation.

Walter Machos

WALTER MACHOS, as Registered Agent

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

I hereby certify that on this 18th day of March, 1977, personally appeared before me, the undersigned, ROBERT GERARD TARDIF, a Notary Public at Large of the State of Florida, WALTER MACHOS, who is personally known to me or &/or who produced the following identification, to-wit: Florida Driver's License No.#M-220-900-20-339-0, & who executed the foregoing ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT as his voluntary act and deed for the purposes therein expressed.

Given under my hand & Official Seal this March 18th, 1997, as aforesaid.

Robert Gerard Tardif

ROBERT GERARD TARDIF, A NOTARY PUBLIC
STATE OF FLORIDA AT LARGE.

Robert Gerard Tardif
ROBERT GERARD TARDIF, Attorney for
HOLOCAUST HEROES & HEROINES, Inc.
Mailing address: P.O.Box 14-3567,
 /Coral Gables, Fl., 33114
Office address: 1645 S.W. 36 Ave.,
 /Miami, Fl., 33145.
Phone (305)(441-0779)
FAX...(305)(441-0779)... after Beep...

ROBERT GERARD TARDIF
Notary Public, State of Florida
My Comm. Expires June 19, 1998
No. CC 360999
Bonded Through Official Notary Service