

No 000000204

DOAK S. CAMPBELL, III

ATTORNEY AT LAW

70 S. E. FOURTH AVENUE

DELRAY BEACH, FLORIDA 33483

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*****78.75 *****78.75

January 04, 2000

Division of Corporations
Corporate Records Bureau
P O Box 6327
Tallahassee, FL 32314

Re: Durante Realty Foundation, Inc.
Durante Publishing & Productions, Inc.
Museum of Lifestyle & Fashion, Inc.

FILED
JAN -5 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gentlemen:

Enclosed please find Articles of Incorporation, original and one copy, together with a check in the amount of \$78.75 (\$70.00 for incorporation and \$8.75 for certified copy of same) for each corporation. Thank you for your attention to this matter at your earliest convenience.

Sincerely yours,

Doak S. Campbell, III

Doak S. Campbell, III

Encls.

RECEIVED JAN 11 2000

ARTICLES OF INCORPORATION
OF

DURANTE REALTY FOUNDATION, INC.

FILED
00 JAN -5 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of forming a non-profit corporation under the laws of the State of Florida, and certify as follows:

ARTICLE I
NAME

The name of the corporation is Durante Realty Foundation, Inc.

ARTICLE II
ADDRESS

The principal office and mailing address of the corporation is 600 N. Congress Ave., Suite 560 Delray Beach, Fl. 33445.

ARTICLE III
INCORPORATORS

The names and addresses of the persons signing these Articles are:

Name	Address
Charlotte G. Durante	600 N. Congress Ave., Suite 560 Delray Beach, Fl. 33445.

ARTICLE IV
PURPOSE

The corporation is a non-profit corporation formed for the purpose of engaging in activities within or without the State of Florida or the United States, as follows:

1. To own, manage and operate properties at 600 N. Congress Ave., Suite 560 Delray Beach, Fl. 33445.

2. The purpose for which The Durante Realty Foundation Inc. is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE V

In furtherance of the foregoing purposes of this corporation, the corporation shall have the following rights and privileges:

1. To enter into, make, perform and execute contracts, deeds, leases and agreements of every kind and nature, with any person, firm, association, corporation, municipality, county, state body politic or government, or colony or dependency thereof.

2. To borrow or raise money for any of the purposes of the corporation, and from time to time, without limit as to amount, to draw, make accept, endorse execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secur the payment of any thereof and of the interest thereon by mortgage or deed of trust upon pledge, conveyance or assignment in trust, of the whole or any part of the property of the corporation, whether at that time owned or thereafter acquired; and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

3. The corporation shall be authorized to exercise and enjoy all of the other powers, rights an privileges granted to or conferred upon corporations as set forth in the Statutes of the State of Florida.

4. Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization except from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE VI

INCOME AND LIQUIDATION

This corporation shall be organized without capital stocks, and no dividends shall be paid, and no part of the income of the corporation shall be distributable to its members, directors or officers. The corporation may, however, pay compensation in a reasonable amount to its members, directors and officers for services rendered, and may confer benefits upon its members in conformity with its purposes. In the event of the dissolution or liquidation of the corporation, whether voluntary or involuntary, all assets of the corporation, after the payment of all debts and obligations of the corporation, shall be distributed to one or more organizations which are exempt organizations as defined in Section 501(c)(3) and Section 170 (c)(2) of the Internal Revenue Code of 1986, as amended or any corresponding sections of any prior or future Internal Revenue Code or to the federal, state or local governments for exclusive public purposes.

Notwithstanding any other provisions herein to the contrary, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt

amended from time to time.

This corporation shall not operate in any manner which will discriminate against any person on the basis of race, creed, color or national origin.

ARTICLE VII DURATION

This corporation shall commence its corporate existence on the date of filing of these Articles of Incorporation with the Secretary of State and shall exist perpetually thereafter until sooner dissolved according to law.

ARTICLE VIII QUALIFICATIONS OF MEMBERS

The membership of this corporation shall be as is set forth in the Bylaws of the corporation.

ARTICLE IX INITIAL BUSINESS OFFICE AND REGISTERED AGENT

The street address of the initial business office of this corporation is 600 N. Congress Ave. Suite 560, Delray Beach, Fl. 33445 and the initial registered agent of the corporation is Lori J. Durante .

ARTICLE X NAMES AND ADDRESSES OF SUBSCRIBERS

The name and addresses of the subscribers to these Articles of Incorporation are as follows:

Lori J. Durante	600 N. Congress Ave. Suite 560, Delray Beach, Fl. 33445
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ARTICLE XI INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have 3 directors initially. The numbers of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than 3. The names and addresses of the directors of this corporation are:

Lori J. Durante
Charlotte G. Durante
Kenneth Durante

The initial officers of the corporation and their addresses are:

President: Lori J. Durante
Secretary: Charlotte G. Durante
Treasurer: Kenneth Durante

ARTICLE XII

BYLAWS

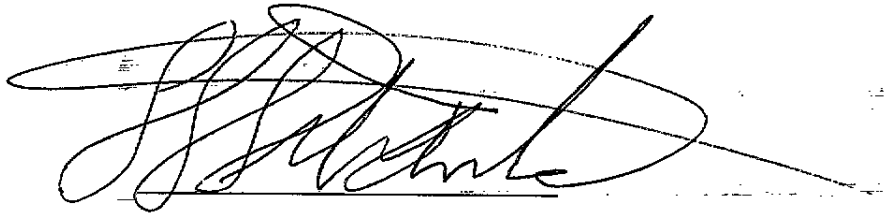
The Bylaws of the corporation shall initially be made and adopted by its first Board of Directors and thereafter approved by the membership as may be provided in the Bylaws. Amendments to the Bylaws may be made at any stated meeting at which a quorum is present, providing that notice of the proposed amendment shall have been sent to members with a call to the meeting at least thirty (30) days in advance. A majority vote shall be required for amendments to the Bylaws.

ARTICLE XIII

AMENDMENTS

Amendments to the Articles of Incorporation may be proposed by any member or director, and shall be adopted by a majority vote of the members present at an annual business meeting after a proposed amendment has been presented in writing to each voting member not less than 20 business days prior to said annual business meeting. The amendment shall be effective when a copy thereof, together with a certificate of its approval by the membership, sealed with the corporate seal, signed by the Secretary or Assistant Secretary and executed and acknowledged by the President or Vice President has been filed with the Secretary of State and all filing fees paid.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal at the Village of Golf, County of Palm Beach, State of Florida, this 31th day of Dec 99.

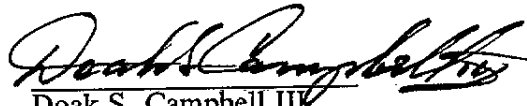
A large, stylized handwritten signature in black ink, appearing to read 'Lori J. Durante', is written over a horizontal line.

Lori J. Durante
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, the undersigned authority, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared LORI J. DURANTE to me personally known to be the person described in and who executed the foregoing instrument and they acknowledged before me that she had executed the same.

WITNESS my hand and official seal in the County and State last
Foresaid this 31th day of December 1999.


Doak S. Campbell III
Notary Public

My commission expires:



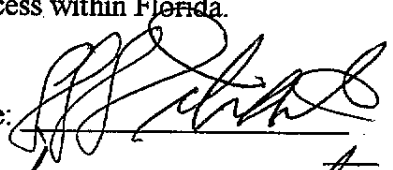
Doak S. Campbell, III
MY COMMISSION # CC655375 EXPIRES
June 12, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

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

00 FILED
JAN -5 PM 3:41
CLERK OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

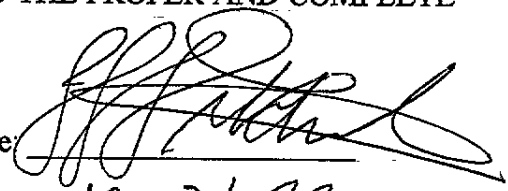
FIRST--that Loni J. Durante desiring to organize under the laws of the State of Florida,
with its principal place of business in the City of Delray Beach, State of Florida, named Loni J. Durante
of 600 N. Congress Ave its agent to accept service of process within Florida.
Suite 560

Signature: 

Title: Incorporator

Date: 12-31-99

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY
WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

Signature: 

Date: 12-31-99