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ACCOUNT NO. : 072100000032

REFERENCE : 613391 97981A

AUTHORIZATION :

Patricia Pijnt

COST LIMIT : \$ 78.75

ORDER DATE : March 6, 2000

ORDER TIME : 2:30 PM

ORDER NO. : 613391-005

CUSTOMER NO: 97981A

CUSTOMER: Ms. Elizabeth F. Schwartz
CROCKETT & CHASEN, P.A.
CROCKETT & CHASEN, P.A.
Suite 338
420 Lincoln Road
Miami Beach, FL 33139

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR -6 PM 4:43

DOMESTIC FILING

NAME: MASTERPEACE, INC.

EFFECTIVE DATE:

700003159667--2

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAR -6 PM 4: 43

ARTICLES OF INCORPORATION
OF
MASTERPEACE, INC.
(a corporation not for profit)

The undersigned incorporator signs and delivers these Articles of Incorporation in order to form a corporation not for profit under the laws of the State of Florida.

ARTICLE I.

NAME.

The name of this corporation is MASTERPEACE, INC.

ARTICLE II.

PURPOSES.

This corporation is organized and shall operate exclusively for charitable, educational and scientific purposes but limited to exempt purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("exempt purposes"); and this corporation may engage in only such activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt purposes. In furtherance of such purposes, it may promote, establish, conduct and maintain activities on its own behalf and it may make distributions or otherwise assist other corporations, organizations and institutions carrying on exempt purposes.

As a means and incidental to accomplishing the purposes for which this corporation is being organized, it shall have the following powers:

To accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated; and

To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law; and

To borrow money and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgages, 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 corporation, wherever situated; and

To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift; and

To maintain a margin account and conduct business in the margin account in the same fashion in which an individual may conduct business, including but not limited to buying on margin, selling short, buying and selling options, maintaining a special subscription account and dealing in commodities; and

To serve as trustee of any property, real or personal, wheresoever situated either within or without the State of Florida; and

In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

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 exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (b) by a corporation,

contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any member, director or officer of the corporation or any other private individual in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. However, reimbursement for expenditures, the payment of reasonable compensation for services rendered, or payments and distributions in furtherance of the Corporation's exempt purposes, shall not be deemed to be a distribution of income or principal.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, and no part of the activities of this corporation shall consist of participating in, or intervening in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

In the event of the complete or partial liquidation or dissolution of the corporation, whether voluntary or involuntary, no member, director or officer shall be entitled to any distribution or division of the corporation's property or its proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed, as provided by law, exclusively to an organization or organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended (or corresponding sections of any prior or future law), or to the federal, state or local government for exclusively public purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located,

exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III.

MEMBERS.

In the event that this corporation shall have members, the qualifications of such members and the manner of their admission shall be prescribed from time to time in the Bylaws of the Corporation. The Corporation may have two or more classes of members, including regular voting members, nonvoting members, and honorary members, as well as such other classes of members as may be determined under the By-laws.

ARTICLE IV.

TERM OF EXISTENCE.

This corporation is to exist perpetually.

ARTICLE V.

DIRECTORS.

This corporation shall have four (4) Directors, initially. The number of Directors may be increased or diminished from time to time in accordance with the By-laws, but shall never be less than three (3). The manner in which the directors are to be elected or appointed is as stated in the By-Laws.

The names and post office addresses of the members of the first Board of Directors who shall serve until their successors are elected are:

Michael Grady, 3160 SW 18th St., Ft. Lauderdale, FL 33312
Doreen Miller Kaye, 4204 Inverrary Blvd. #76B, Lauderhill, FL 33312
Brian Butterfield, 3160 SW 18th St., Ft. Lauderdale, FL 33312
James Cox, 2160 SW 37 Ave., Ft. Lauderdale, FL 33312

ARTICLE VI.

NAME AND ADDRESS OF INCORPORATOR.

The name and address of the incorporator is Michael Grady, 3160 SW 18th St.,
Ft. Lauderdale, FL 33312.

ARTICLE VII.

MAILING ADDRESS OF CORPORATION.

The initial street address of the corporation is 3160 SW 18th St., Ft. Lauderdale,
FL 33312 and the mailing address of the corporation is 3160 SW 18th St., Ft. Lauderdale,
FL 33312.

ARTICLE VIII.

NAME AND OFFICE OF REGISTERED AGENT.

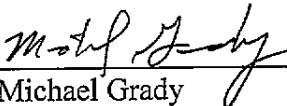
The name and street address of this corporation's initial registered agent is:
Michael Grady, 3160 SW 18th St., Ft. Lauderdale, FL 33312

ARTICLE IX.

BY-LAWS.

The By-laws of this corporation may only be made, altered or rescinded by a
majority vote of the voting members, or by all of the voting members signing a written
statement manifesting their intention that the By-laws be made, altered or rescinded.

IN WITNESS WHEREOF, the undersigned has subscribed to these Articles of
Incorporation at Fort Lauderdale, Florida, this 17 day of February, 2000.

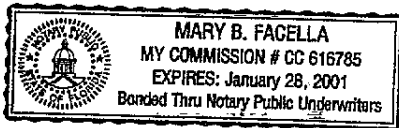

Michael Grady

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 17 day of February, 2000 by Michael Grady, as Incorporator, who personally appeared before me and who is personally known to me ^{MARIE} or has produced a Florida Driver's License, Number ____ as identification and who did take an oath.

Mary B. Facella
Name: MARY B. FACELLA
Commission No.: CC 616785
Notary Public State of FLORIDA
Florida at Large

My commission expires:



ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of MASTERPEACE, INC., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 17th day of February, 2000.



Michael Grady

Efs/MasterPeace/Articles

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