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CORPORATION(S) NAME

Azurri ~~del~~ nel Mondo of
 Palm Beach and Broward County, Inc.


Empire Toll Free: 1-800-432-3028

RECEIVED
 00 JUL 11 AM 9:25
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

Profit
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() Amendment () Merger
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 () Limited Partnership () Annual Report () Other
 () Reinstatement () Reservation () Change of Registered Agent

Certified Copy () Photo Copies () Certificate Under Seal
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100-11684

00 JUL 20 PM 12:50
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 For 11-5777



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 14, 2000

EMPIRE

SUBJECT: AZZURRI NEL MONDO OF PALM BEACH AND BROWARD
COUNTY, INC.
Ref. Number: W00000017684

We have received your document for AZZURRI NEL MONDO OF PALM BEACH AND BROWARD COUNTY, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

The document must have original signatures.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Teresa Brown
Corporate Specialist

Letter Number: 100A00038811

RECEIVED
00 JUL 18 AM 9 44
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 18, 2000

EMPIRE

MIAMI, FL

SUBJECT: AZZURRI NEL MONDO OF PALM BEACH AND BROWARD
COUNTY, INC.

Ref. Number: W00000017684

You failed to make the correction(s) requested in our previous letter.

The document must have original signatures.

Please return the original and one copy of your document, along with a copy of
this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call
(850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 800A00039296

RECEIVED
00 JUL 20 AM 9:20
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AZZURRI NEL MONDO (BLUES OF THE WORLD)
OF
PALM BEACH AND BROWARD COUNTY, INC.

FILED
00 JUL 20 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following articles of incorporation:

(BLUES OF THE WORLD)

ARTICLE 1. Name.

The name of the corporation is **Azzurri nel Mondo of Palm Beach and Broward County, Inc.**

ARTICLE 2. Address.

The address of the principal office and the mailing address of the corporation is **c/o Mark J. LaBate, Esq., 800 Southeast Third Avenue, Suite 301, Fort Lauderdale, Florida 33316.**

ARTICLE 3. Initial Registered Office and Agent.

The street address of the initial registered office of the corporation is **800 Southeast Third Avenue, Suite 301, Fort Lauderdale, Florida 33316.** The name of its initial registered agent at that address is **Mark J. LaBate.**

ARTICLE 4. Members.

- a) There shall be two (2) classes of members as follows:
 - A. regular members; and
 - B. honorary members.
- b) Members shall be admitted to and removed from membership as provided in the by-laws. The rights, duties and privileges of members shall be as set out in the By-laws. The corporation shall not issue shares of stock.

ARTICLE 5. Not For Profit.

The corporation is a not for profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under 26 USCA §501(c)(3) (referred to below as "code"). If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 USCA §501(c)(3).

ARTICLE 6. Duration.

The duration (term) of the corporation is perpetual.

ARTICLE 7. Purposes.

The corporation is organized, and shall be operated exclusively for charitable, scientific and educational purposes, specifically, to promote the interests and human rights of Italian citizens and American citizens of Italian origin residing outside of Italy and particularly those residing in Palm Beach and Broward Counties, ("The Territory"), including but not limited to:

(a) assist Italians in the Territory who have social or governmental problems including, but not limited to, dual citizenship, relations with Consulates, the teaching and safeguarding of the Italian language, legal recognition of Italian educational, academic and professional degrees and qualifications, application for and collection of Italian pension payments and inter-relations with Italian governmental and public authorities;

(b) establish relationships with elected representatives and employees of Federal, Provincial, State, Regional or local governments (as the case may be) servicing the Territory to promote the Goals of Azzurri Nel Mondo Association subject to compliance with all lawful restrictions relating thereto;

(c) promote initiatives for the betterment of Italians in the Territory including, but not limited to, promotion of training, professional and/or cultural qualification courses in the Territory with particular attention to young Italians;

(d) organize meetings, debates and studies in both economic and political areas to promote the objectives of Azzurri Nel Mondo Association;

(e) support and encourage athletic and sporting endeavors among Italians in the Territory; and

(f) support and promote media attention to legitimate problems for Italians in the Territory.

ARTICLE 8. Powers.

Solely for the above purposes, the corporation shall have the following powers:

a) To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

a) To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not For Profit Corporation Act, and any successor or amendment to the Florida Not For Profit Corporation Act.

c) To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

ARTICLE 9. Limitation.

No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the corporation ever has any), directors or officers, but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 7 (Purposes) of these Articles.

ARTICLE 10. Tax Exempt Status.

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation 26 USCA §501(a) as an organization described in 26 USCA §501(c)(3) and which is other than a private foundation as defined in 26 USCA §509. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 USCA §501(c)(3). All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

ARTICLE 11. Revocation of Charter.

Azzurri Nel Mondo Association shall have the right to revoke the Branch's charter in the event that Azzurri Nel Mondo Association, acting in good faith, is of the opinion that any Director is not of good character or the Branch is not promoting the Goals of Azzurri Nel Mondo Association, in which case, the corporation shall forthwith cease to use the name "Azzurri Nel Mondo".

ARTICLE 12. Dissolution.

On the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation to Azzurri Nel Mondo Association or, if it does not exist, to any organization in Florida carrying on activities similar to those of the Branch, or if no such organization exists, exclusively for other charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine.

For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 USCA §170(c)(1) or 26 USCA §170(c)(2)(B) and is described in 26 USCA §509(a)(1), (2) or (3).

ARTICLE 13. Board of Directors.

There shall be a board of directors consisting of five (5) individuals. The initial directors are elected by the incorporators. After that, each director shall be elected in the manner and at the times set forth in the bylaws. Any director may be removed by the affirmative vote of at least two-thirds of the board of directors. The initial board of directors shall consist of the following persons:

<u>NAME</u>	<u>ADDRESS</u>
FRANCESCO DOLCE	1313 W. Boynton Beach Boulevard Boynton Beach, Florida 33426
OTTAVIO S. FERRO	7840 N.W. 50th Street Lauderhill, Florida 33351
SANTO DiMARCO	931 N.W. 12th Avenue Fort Lauderdale, FL 33311
NUNZIO DiGIOVANNI	931 N.W. 12th Avenue Fort Lauderdale, FL 33311
MARK LABATE	800 S.E. Third Avenue, Suite 301 Fort Lauderdale, FL 33316

ARTICLE 14. Officers.

The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. The initial officers shall be elected by the incorporator. Subsequent officers shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such a time and in such a manner as may be prescribed by the bylaws. The initial officers are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
FRANCESCO DOLCE	1313 W. Boynton Beach Boulevard Boynton Beach, Florida 33426	President Treasurer
OTTAVIO S. FERRO	7840 N.W. 50th Street Lauderhill, Florida 33351	Secretary

SANTO DiMARCO **931 N.W. 12th Avenue** **Vice-President**
Fort Lauderdale, FL 33311

NUNZIO DiGIOVANNI **931 N.W. 12th Avenue** **Vice-President**
Fort Lauderdale, FL 33311

MARK LABATE **800 S.E. Third Avenue, Suite 301** **Asst. Secretary**
Fort Lauderdale, FL 33316

ARTICLE 15. Incorporator.

The name and street address of the incorporator is **Mark J. LaBate, Esq., 800 Southeast Third Avenue, Suite 301, Fort Lauderdale, Florida 33316.**

ARTICLE 16. Bylaws.

The bylaws of the corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors. Azzurri Nel Mondo Association reserves the right, but not the obligation to approve of the By-laws of the Branch.

ARTICLE 17. Amendment.

These Articles may be amended from time to time, by a resolution of the Directors which is confirmed by a majority of the votes cast at a general meeting of the members called for that purpose; such amendment shall not be effective until so confirmed and until approved by Azzurri Nel Mondo Association.

ARTICLE 18. Notices.

The Branch shall provide annual reports to Azzurri Nel Mondo Association setting forth thereon, the names, addresses and occupations of the directors and officers of the Branch on or before April 30th of each year.

ARTICLE 19. Indemnification and Civil Liability Immunity.

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

IN WITNESS WHEREOF, the undersigned incorporator has signed these articles of incorporation on July 13, 2000..



MARK J. LABATE, Incorporator

**CERTIFICATE OF DESIGNATION
AND
ACCEPTANCE BY REGISTERED AGENT
(BLUES OF THE WORLD) OF
AZZURRI NEL MONDO OF PALM BEACH AND BROWARD COUNTY, INC.**

Pursuant to the provisions of FS §617.0501, the undersigned corporation organized under the not for profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the corporation in the State of Florida.

1. Name of the corporation:

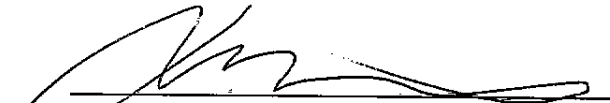
Azzurri Nel Mondo Of Palm Beach And Broward County, Inc.

2. Name and address of the registered agent and office:

Mark J. LaBate, Esq., 800 Southeast Third Avenue, Suite 301, Fort Lauderdale, Florida 33316.

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: July 13, 2000


MARK J. LABATE, Registered Agent

FILED
00 JUL 20 PM 12:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA