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Florida Department of State
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FLORIDA NON-PROFIT CORPORATION

MIAMI MUSIC AND EDUCATION FOUNDATION, INC.

Certificate of Status	0
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

MIAMI MUSIC AND EDUCATION FOUNDATION, INC.

(A Not-for-Profit)

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Pursuant to Section 617.0202 Florida Statutes, the undersigned subscriber(s) is desirous of forming a not-for-profit corporation under the laws of the State of Florida, and hereby petition the Secretary of State for approval of such incorporation under the following proposed Certificate of Incorporation.

ARTICLE I

NAME

The name of the corporation is **MIAMI MUSIC AND EDUCATION FOUNDATION, INC.**, a not-for-profit organization.

ARTICLE II

PLACE OF BUSINESS

The principal place of business and mailing address of the corporation is 3550 Biscayne Blvd., Suite 300, Miami, Florida 33137 as deemed appropriate by the Board of Directors/Trustees.

Filed by: PAMELLA B. WATSON, CPA WATSON & COMPANY, P.A.
20401 NW 2nd AVE., SUITE 300, MIAMI, FLORIDA 33169

1 H00000066366

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ARTICLE III

PURPOSE

The corporation is organized exclusively for the purpose of promoting, assisting and encouraging the tradition of music and education to the underserved communities pursuant to Florida Statutes Section 212.08(7) and within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future Federal tax code.

ARTICLE IV

PERMITTED ACTIVITIES

Notwithstanding, any other provision of these Articles of Incorporation, this organization shall not carry on any activities not permitted to be carried on by an organization exempt 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 V

ELECTION OF DIRECTORS/TRUSTEES

The method of election or appointment of the directors or trustees, and the manner of their admission, are provided for in the bylaws of MIAMI MUSIC AND EDUCATION FOUNDATION, INC.

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ARTICLE VI

DURATION AND BEGINNING
OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The Corporate existence shall commence as of filing of the Articles of Incorporation with the Secretary of State.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

Directors/Trustees of the Corporation shall be elected or removed in accordance with the procedures provided for in the bylaws. The number of directors/trustees, may be increased or decreased from time to time, in the manner provided in the bylaws of MIAMI MUSIC AND EDUCATION FOUNDATION, INC. The numbers constituting the initial Board of Directors of the company is 3 (three) and the names and address of these persons who are to serve initially are as follows:

Dana M. Moas Sr.	8523 NW 164 th Street, Miami, Fl 33137
Manuel Diaz	2665 S. Bayshore Drive, Suite 200, Miami, Fl 33133
Rene Rodriquez	P.O. Box 370-725, Miami Fl 33137

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ARTICLE VIII

DEDICATION OF ASSETS

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for educational and cultural purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE IX

DISTRIBUTION OF EARNINGS

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 authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to

4 H00000066366

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influence legislation, the corporation shall not participate in,
or intervene in any political campaign on behalf of or in
opposition to any candidate for public office

ARTICLE X

REGISTERED AGENT

Pursuant to Sections 617.0501 and 617.0505, Florida Statutes,
MIAMI MUSIC AND EDUCATION FOUNDATION, INC., has designated
Dana M. Moss, Sr. as the initial Registered Agent of this
corporation and the street address of the initial Registered
Agent is 3550 Biscayne Blvd., Suite 300, Miami, Florida 33137. The
principal place of business of the corporation in the State of
Florida is located at 3550 Biscayne Blvd., Suite 300, Miami,
Florida 33137.

ARTICLE XI

SHARES

This corporation is organized under a non-stock basis.

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ARTICLE XII

INCORPORATORS

The names and the street address of each incorporator of the Articles of Incorporation is recorded in the bylaws of the corporation.

ARTICLE XIII

BYLAWS

The power to adopt, alter, amend or repeal by-laws, shall be vested to the Board of Directors or Trustees. This article of incorporation does not set forth any of the corporate powers enumerated in Section 617 Florida Statutes.

ARTICLE XIV

EXECUTION

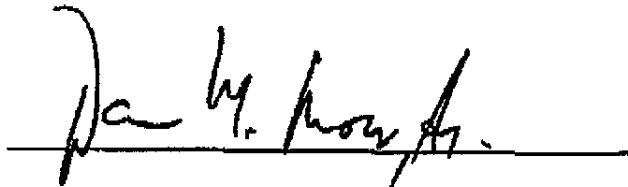
This corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or an amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator Dana M. Moss Sr.

6 H00000066366

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has executed these Articles of Incorporation, this 20 day of
December, 2000, pursuant to Section 617.01201(6)(b), Florida
Statutes.

A handwritten signature in dark ink, appearing to read "Dana M. Moss Sr.", is written over a horizontal line.

DANA M. MOSS SR (Incorporator)

for MIAMI MUSIC AND EDUCATION
FOUNDATION, INC.

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STATE OF FLORIDA)

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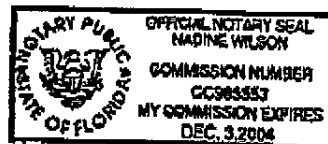
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgement in the State and County set forth above, personally appeared Dana M. Moss Sr. Registered Agent and, Incorporator of the Articles of Incorporation, known to me and known by me to be the person who executed the foregoing Article of Incorporation, and he/she acknowledged before me that he/she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid, this 22 day of December 2000.

Nadine Wilson
NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



8

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**CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE
OF AGENT UPON WHOM PROCESS MAY BE SERVED.**

In compliance with Section 617 Florida Statutes the following is
submitted:

FIRST that **MIAMI MUSIC AND EDUCATION FOUNDATION, INC.**, desires to
organize or qualify under the laws of the State of Florida with its
principal place of business at 3550 Biscayne Blvd., Suite 300,
Miami, Florida 33137. **MIAMI MUSIC AND EDUCATION FOUNDATION, INC.** of
Florida, Inc., has named Dana M. Moss Sr. of 3550 Biscayne Blvd.,
Suite 300, Miami, Florida 33137 as its Registered Agent to accept
service of process within the State of Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated
corporation, at place designated in this Certificate, I hereby
agree to act in this capacity, and I further agree to comply with
the provisions of all statutes relative to the proper performance
of my duties.

Dated this 20 day of December, 2000

BY: *Dana M. Moss Sr.*

Dana M. Moss Sr.
Registered Agent

9

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