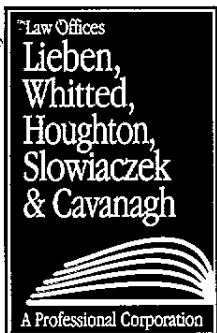


NOI 000000182



James J. Cavanagh
John D. Ellsworth
David S. Houghton
Christopher R. Knust
T. Geoffrey Lieben
John S. Slowiaczek
Warren R. Whitted, Jr.
Virginia A. Albers
Willow T. Head
J.P. Sam King
Michael C. Pallesen
Jennifer K. Woodward

March 1, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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

In re: Circo Foundation, Inc.
Our File No. 2506-014

Dear Sir or Madam:

Enclosed for filing please find an original and one copy of Articles of Incorporation of Circo Foundation, Inc. Also enclosed is our firm check for \$78.75 in payment of the filing fees. Please return a certified copy of the Articles of Incorporation to the undersigned in the enclosed self-addressed, stamped envelope.

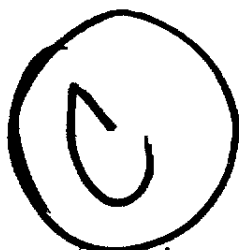
Should you require additional information, please contact the undersigned.

Thank you.

Yours very truly,

T. Geoffrey Lieben
For the Firm

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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Enclosures
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FLORIDA DEPARTMENT OF STATE

Katherine Harris

Secretary of State

January 9, 2001

MICHAEL C PALLESEN
100 SCOLAR BUILDING
2027 DODGE ST
OMAHA, NE 68102

SUBJECT: CIRCO FOUNDATION, INC.

This letter will confirm that due to a clerical error the above referenced corporation was incorrectly filed as a PROFIT(P00000037873) corporation. Please be advised, we have corrected our records to reflect this corporation as a NON PROFIT corporation and assigned new document number N01000000182 with the original file date of April 14, 2000.

Any annual reports/uniform business reports submitted this office should reflect the new document number.

We sincerely apologize for any inconvenience this error may have caused you.

Should you have any questions please feel free to contact this office at the address indicated below.

Sincerely,
RoseAnn Varnadore
Corporate Specialist Supervisor
New Filings Section

Letter number: 201A00001106



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 13, 2000

T. GEOFFREY LIEBEN
100 SCOLAR BLDG., 2027 DODGE ST.
OMAHA, NE 68102

SUBJECT: CIRCO FOUNDATION, INC.
Ref. Number: W00000006613

We have received your document for CIRCO FOUNDATION, 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 document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

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) 487-6878.

Alan Crum
Document Specialist

Letter Number: 700A00013717

**ARTICLES OF INCORPORATION OF
CIRCO FOUNDATION, INC.**

The undersigned natural person of lawful age, acting as incorporator of a nonprofit corporation under the Florida Not for Profit Corporation Act, adopt the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME AND STREET ADDRESS**

The name of the corporation is Circo Foundation, Inc. The street address of the original principal office is 3321 N.E. 16th Street, Ft. Lauderdale, Florida 33304.

**ARTICLE II
DURATION**

Duration of the corporation shall be perpetual.

**ARTICLE III
PURPOSE**

This corporation is a public benefit corporation. The exclusive purpose of this organization shall be to promote literary, charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding section of any future federal tax code), or any of them, both directly and by gifts or contributions to any other organization which qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future federal tax code).

**ARTICLE IV
MISCELLANEOUS PROVISIONS**

The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section

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TALLAHASSEE FLORIDA

4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for literary, charitable, educational, religious, scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding section of any future federal tax code), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the county in which the principal office of the corporation is then located exclusively for such

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

ARTICLE V
MANAGEMENT

The business of this corporation shall be managed by its Board of Directors. The Board of Directors shall exercise all powers and privileges expressly or impliedly conferred on this corporation. The Board of Directors may make, alter or repeal bylaws of the corporation. The corporation shall not have members. The directors are elected as stated in the bylaws.

ARTICLE VI
REGISTERED OFFICE AND REGISTERED AGENT


The registered office of said corporation shall be 3321 N.E. 16th Street, Fort Lauderdale, Florida 33304, and the name of its initial registered agent at such address is Dennis P. Circo.

ARTICLE VII
INCORPORATOR

The name and address of the incorporator is:

T. Geoffrey Lieben
2027 Dodge Street, Suite 100
Omaha, NE 68102

DATED this 28th day of February, 2000.

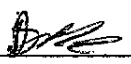


T. Geoffrey Lieben, Incorporator

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TALLAHASSEE, FLORIDA

103820

I hereby am familiar with and accept the duties and responsibilities as Registered Agent.



Dennis P. Circo, Registered Agent