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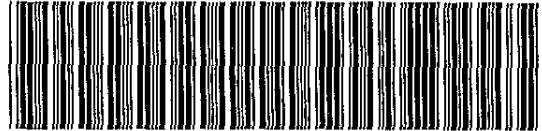
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TALLAHASSEE, FLORIDA

03 DEC 22 PM 3:13

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SIMON AND SCHMIDT

ATTORNEYS AT LAW

P. O. BOX 2020

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DELRAY BEACH, FLORIDA 33483

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WEST PALM BEACH
737-8222

December 17, 2003

Department of State
Division of Corporations
Corporate Filings
PO Box 6327
Tallahassee, Florida 32314

Re: St. Patrick's Day Events, Inc.
Document No. N01000000285

Dear Ladies and Gentlemen:

Enclosed please find the restated and amended articles of incorporation for St. Patrick's Day Events, Inc. My Law Account check in the amount of \$35.00 is enclosed for the filing fee. Please provide us with proof of the filing.

Sincerely yours,

A handwritten signature in black ink, appearing to read "David W. Schmidt", with a stylized flourish at the end.

David W. Schmidt

RESTATED AND AMENDED ARTICLES OF INCORPORATION

OF

**ST. PATRICK'S DAY EVENTS, INC.
(A Corporation Not For Profit)**

FILED
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

We, the undersigned, do hereby associate ourselves together for the purpose of forming a corporation not for profit pursuant to and under the provisions of Chapter 617, Florida Statutes.

ARTICLE I. NAME

The name of this corporation is ST. PATRICK'S DAY EVENTS, INC., and its principal administrative location shall be at 118 NE 16th Street, Delray Beach, Palm Beach County, Florida 33444.

ARTICLE II. PURPOSES

The purposes of this corporation are:

- (a) To conduct charitable events in and around Delray Beach, including the raising of funds for scholarships.
- (b) To act and perform the duties of trustee or to act in any other fiduciary capacity under any deed of trust, will, codicil, agreement, whether oral or written, or other instrument incidental to or for the purpose of carrying out any of the foregoing purposes or matters and things kindred thereto.

David W. Schmidt, Esq.
100 NE Fifth Avenue
Delray Beach, FL 33483
FBN 355062

(c) To do any other act or thing incidental to or connected with the foregoing purposes or in the advancement thereof, but not for the pecuniary profit or financial gain of any of the members of the corporation.

(d) This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify that exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(e) Notwithstanding any other provisions 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 net earnings of the corporation shall inure to the benefit of any member, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE III. QUALIFICATION OF MEMBERS

All persons who are interested in promoting the activities and purposes of this corporation shall be qualified to become members of this corporation, and upon application may be elected to membership as hereinafter provided for in the By-Laws of this corporation, which may further limit and prescribe the qualifications of members.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence, unless dissolved according to law; provided, however, that upon such dissolution of this corporation, the assets of this corporation shall be distributed as hereinafter provided.

ARTICLE V. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 118 N.E. 16th Street, Delray Beach, Florida, and the name of the initial registered agent of this corporation is Edward Gallagher.

ARTICLE VI. MANAGEMENT

The affairs of this corporation shall be governed as follows: This corporation shall be managed by a President, a Vice President, a Treasurer, and a Secretary, and such additional officers as will be provided for in the By-Laws, and by a Board of Directors composed of not less than three members. A majority of the members qualified and acting as such Board of Directors shall constitute a quorum for business.

The Officers and Directors shall be elected annually by the active members of the corporation at the annual meeting, and shall hold office for until their successors are duly elected and qualified. The manner of selecting the time and place of the annual meeting, and of such

additional regular or special meetings as may be held, and the manner of voting therein, shall be prescribed in the By-Laws of this corporation.

Vacancies, either by death, resignation or removal, shall at all times be filled for the remainder of the unexpired term in accordance with the provisions of the By-Laws.

The officers of this corporation, subject to the By-Laws and the mandates and directions of its board of Directors and the membership, shall be empowered to manage and administer the affairs of this corporation between meetings.

ARTICLE VII. BOARD OF DIRECTORS

The names and addresses of the persons who are to serve as members of the Board of Directors until the first election or appointment under these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Edward Gallagher	PO Box 247 Delray Beach, Florida 33447
Margaret Gallagher	PO Box 247 Delray Beach, Florida 33447
Seth Goldman	1514 Highland Lane Delray Beach, Florida 33444

ARTICLE VIII. BY-LAWS

The members of this corporation shall have the power to adopt a set of By-Laws not inconsistent with the terms hereof, and the By-Laws of this corporation may be made, altered or rescinded, in whole or in part, by a majority vote of the members present in person at any regular or special meeting of the membership of this corporation where a quorum is present, provided

that written notice of such proposed change or changes shall have been mailed to each member at least ten (10) days prior to such meeting.

ARTICLE IX. AMENDMENTS

These Articles of Incorporation may be amended by the members of the corporation at any regular or special meeting, provided that notice of such proposed amendment or amendments shall have been mailed to each member at least ten (10) days before such meeting and provide further that such proposed amendment or amendments shall have been submitted to the Board of Directors for its consideration prior to such notice being mailed to the members. The Board of Directors may express its approval or disapproval, but final action thereon is subject to the vote of the membership of the corporation. Any such amendment or amendments of the Articles of Incorporation must receive the affirmative vote of the majority of the members present and voting at such meeting, provided a quorum is present. Any amendment to the Articles of Incorporation, when approved by the membership, must be filed with an approved by the Secretary of State of Florida before such amendment or amendments shall become effective.

ARTICLE X.

This corporation does not contemplate the distribution of gains, profits or dividends to the members thereof, and is organized for non-profit purposes; no part of any net earning or assets thereof shall inure to the benefit of any member of any other individual.

ARTICLE XI. TITLE TO PROPERTY

The title to all property of the corporation shall be held in the name of the corporation or as otherwise may be provided pursuant to the authority of the Articles of Incorporation and By-

Laws of the corporation. Any gift, bequest, devise or donation of any kind whatsoever to the corporation of to its Board of Directors shall be deemed to vest title in the corporation.

ARTICLE XII. DISTRIBUTION UPON DISSOLUTION


Upon dissolution of the corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or Local government for exclusive public purposes, and none of the assets will be distributed to any member, officer or Director of this corporation.

ARTICLE XIII. INCORPORATOR

The name and address of the Incorporator is Edward Gallagher, 118 NE 16th Street, Delray Beach, Florida 33444.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator and president of the corporation, has hereunto set my hand and seal, this 15 day of December, 2003.

Their were no members authorized to vote on the amendments.



Edward Gallagher, President

STATE OF FLORIDA

COUNTY OF PALM BEACH

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Edward Gallagher, known to me and known to be the person who executed the foregoing Restated and Amended Articles of Incorporation, and that he executed those Restated and Amended Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 15 day of December, 2003.



Notary Public
State of Florida
My commission expires:
(SEAL)



David W. Schmidt
Commission # CC 971622
Expires Oct. 1, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

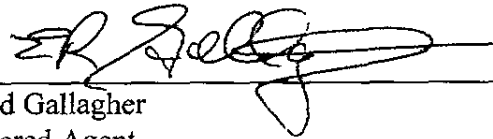
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with the said Act:

First - that ST. PATRICK'S DAY EVENTS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the County of Palm Beach, State of Florida, has named Edward Gallagher, located at 118 N.E. 16th Street, Delray Beach, Florida, as its agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

A handwritten signature in black ink, appearing to read 'ER Gallagher', is written over a horizontal line.

Edward Gallagher
Registered Agent